# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM T-3

FOR APPLICATIONS FOR QUALIFICATION OF INDENTURES UNDER THE TRUST INDENTURE ACT OF 1939

## **AYR Wellness Inc.**

(Name of Applicants)\*

2601 South Bayshore Drive, Suite 900 Miami, Florida 33133 (Address of Principal Executive Offices)

SECURITIES TO BE ISSUED UNDER THE INDENTURE TO BE QUALIFIED

Title of Class	
A Senior Secured Notes due December 1	10 2026

Amount

13% Senior Secured Notes due December 10, 2026

\$243,250,000

Approximate date of proposed public offering: On the Effective Date under the Plan (as defined herein) or as soon as practicable thereafter.

Name and registered address of agent for service:

C T Corporation System 1015 15th Street N.W., Suite 1000 Washington, DC 20005 (202) 572-3100 With copies to: Merritt S. Johnson Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153 (212) 310-8000

The Applicants hereby amend this Application for Qualification on such date or dates as may be necessary to delay its effectiveness until (i) the 20th day after the filing of an amendment which specifically states that it shall supersede this Application for Qualification, or (ii) such date as the Securities and Exchange Commission, acting pursuant to Section 307(c) of the Trust Indenture Act of 1939 (the "Trust Indenture Act"), may determine upon the written request of the Applicants.

\* The Guarantors and Issuer listed on the following page are also included in this Application as Applicants.

#### GENERAL

#### 1. General Information.

AYR Wellness Inc. (the "Parent Guarantor") is a Canadian corporation in the cannabis industry with operations in certain States of the United States. The Parent Guarantor, through its subsidiaries and affiliates, holds, operates and manages licenses and permits in the States of Florida, Massachusetts, Nevada, New Jersey, Ohio, Pennsylvania, Illinois, and Connecticut. Ayr Wellness Canada Holdings Inc. (the "Issuer") is a Canadian corporation wholly-owned by the Parent Guarantor.

The guarantors identified below (the "Guarantors" and, together with the Parent Guarantor and the Issuer, the "Applicants") have the following forms of organization and jurisdictions of formation or incorporation. The Guarantors are wholly-owned subsidiaries of the Parent Guarantor.

Applicant	Form	Jurisdiction
AYR Wellness Inc.	Corporation	British Columbia, Canada
Ayr Wellness Canada Holdings Inc.	Corporation	Ontario, Canada
242 Cannabis, LLC	Limited Liability Company	Florida
AYR NJ LLC	Limited Liability Company	Nevada
AYR Ohio LLC	Limited Liability Company	Ohio
AYR Wellness Holdings LLC	Limited Liability Company	Nevada
AYR Wellness NJ, LLC	Limited Liability Company	New Jersey
BP Solutions LLC	Limited Liability Company	Nevada
Cannapunch of Nevada LLC	Limited Liability Company	Nevada
CannTech PA, LLC	Limited Liability Company	Pennsylvania
CSAC Acquisition AZ Corp.	Corporation	Nevada
CSAC Acquisition Connecticut LLC	Limited Liability Company	Nevada
CSAC Acquisition FL Corp.	Corporation	Nevada
CSAC Acquisition IL Corp.	Corporation	Nevada
CSAC Acquisition IL II Corp.	Corporation	Nevada
CSAC Acquisition Inc.	Corporation	Nevada
CSAC Acquisition MA Corp.	Corporation	Nevada
CSAC Acquisition MA II Corp.	Corporation	Nevada
CSAC Acquisition NJ Corp.	Corporation	Nevada
CSAC Acquisition NV Corp.	Corporation	Nevada
CSAC Acquisition NY Corp.	Corporation	New York
CSAC Acquisition PA Corp.	Corporation	Nevada
CSAC Acquisition PA II Corp.	Corporation	Nevada
CSAC Acquisition TX Corp	Corporation	Texas
CSAC Holdings Inc.	Corporation	Nevada
CSAC LLC	Limited Liability Company	Nevada
CSAC Ohio, LLC	Limited Liability Company	Ohio
Cultivauna, LLC d/b/a Levia	Limited Liability Company	Massachusetts
DFMMJ Investments, LLC d/b/a AYR	Limited Liability Company	Florida
DocHouse, LLC	Limited Liability Company	Pennsylvania
DWC Investments, LLC	Limited Liability Company	Nevada
Eskar LLC	Limited Liability Company	Massachusetts
Green Light Holdings LLC	Limited Liability Company	Wyoming

Applicant	Form	Jurisdiction
Green Light Management, LLC	Limited Liability Company	Ohio
Herbal Remedies Dispensaries, LLC	Limited Liability Company	Illinois
Klymb Project Management, Inc.	Corporation	Nevada
Kynd-Strainz LLC	Limited Liability Company	Nevada
Land of Lincoln Dispensary LLC	Limited Liability Company	Illinois
Lemon Aide LLC	Limited Liability Company	Nevada
Livfree Wellness LLC	Limited Liability Company	Nevada
Mercer Strategies FL, LLC	Limited Liability Company	Nevada
Mercer Strategies MA, LLC	Limited Liability Company	Nevada
Mercer Strategies PA, LLC	Limited Liability Company	Nevada
PA Natural Medicine LLC	Limited Liability Company	Pennsylvania
Parker RE MA, LLC	Limited Liability Company	Nevada
Parker RE PA, LLC	Limited Liability Company	Nevada
Parker Solutions FL, LLC	Limited Liability Company	Nevada
Parker Solutions IL, LLC	Limited Liability Company	Nevada
Parker Solutions MA LLC	Limited Liability Company	Nevada
Parker Solutions NJ LLC	Limited Liability Company	New Jersey
Parker Solutions OH, LLC	Limited Liability Company	Nevada
Parker Solutions PA, LLC	Limited Liability Company	Nevada
Sira Naturals, Inc.	Corporation	Massachusetts
Tahoe Capital Company	Corporation	Nevada
Tahoe Hydroponics Company, LLC	Limited Liability Company	Nevada
Tahoe-Reno Botanicals, LLC	Limited Liability Company	Nevada
Tahoe-Reno Extractions, LLC	Limited Liability Company	Nevada

#### 2. Securities Act Exemption Applicable.

In connection with certain transactions (collectively, the "Transactions") to be implemented by way of an arrangement (the "Arrangement") pursuant to a plan of arrangement (the "Plan") under Section 192 of the Canada Business Corporations Act, all of the Parent Guarantor's outstanding 12.5% Senior Secured Notes due December 10, 2024 of (the "Existing Notes"), in the aggregate principal amount of approximately \$243.25 million, will be exchanged on the implementation date of the Plan (the "Effective Date") for (a) the Issuer's 13.00% Senior Secured Notes due 2026, in the aggregate principal amount of approximately \$243.25 million (the "New 2026 Exchange Notes") pursuant to that certain amended and restated indenture, the form of which is filed hereto as Exhibit T3C (the "A&R Indenture"), among the Parent Guarantor, the Issuer and Odyssey Trust Company, as trustee, and (b) a total of 29,040,140 Subordinate Voting, Limited Voting and Restricted Voting Shares of the Parent Guarantor, in each case, to holders of the Existing Notes ("Senior Noteholders").

The New 2026 Exchange Notes will be issued by the Issuer and guaranteed by the Parent Guarantor and the Guarantors, all as further described in the Company's Management Information Circular (the "Information Circular"), attached hereto as Exhibit T3E-3. Capitalized terms used herein that are not otherwise defined herein shall have the meanings ascribed to such terms in the Information Circular. Unless otherwise stated, all monetary amounts contained herein are expressed in U.S. dollars.

Registration of the New 2026 Exchange Notes under the Securities Act of 1933, as amended (the "Securities Act"), is not required by reason of Section 3(a)(10) of the Securities Act ("Section 3(a)(10)"). Section 3(a)(10) exempts from the general requirement of registration under the Securities Act securities issued in exchange for one or more bona fide outstanding securities, claims or property interests, or partly in such

exchange and partly for cash, where the terms and conditions of the issuance and exchange are approved by a court or other governmental authority that is expressly authorized by law to grant such approval, after a hearing upon the fairness of such terms and conditions of such issuance and exchange at which all persons to whom the securities will be issued in such exchange have the right to appear.

The three main elements of the Section 3(a)(10) exemption are (a) an exchange of outstanding securities, claims or property interests, (b) a fairness hearing and (c) court approval of the issuances of securities in exchange for securities, claims or property interests. As described below and in the Information Circular, each of these elements will be satisfied in connection with the issuance of the New 2026 Exchange Notes.

#### (a) Exchange

Pursuant to the Arrangement, the New 2026 Exchange Notes will be issued in exchange for the Existing Notes as more fully described in the Information Circular, filed hereto as Exhibit T3E-3.

#### (b) Fairness Hearing

On November 15, 2023, the Ontario Superior Court of Justice (Commercial List) (the "Court") granted an Interim Order (the "Interim Order"), which, among other things, authorized: (a) the Parent Guarantor to send the Information Circular to, among others, the holders of the Existing Notes and (b) the calling and holding of the Special Meeting of Senior Noteholders in order for the Senior Noteholders to consider and vote upon the Arrangement to implement the Transactions. The Interim Order is attached hereto as Exhibit T3D-2. The Special Meeting of Senior Noteholders is scheduled to take place on December 15, 2023 at 10:00 a.m. (Toronto time). A hearing to seek the Court's approval of the Arrangement, including that the terms and conditions of the Arrangement are fair to those to whom securities will be issued, is scheduled to be held by the Court, which is expressly authorized by law to hold the hearing on December 19, 2023 at 10:00 a.m. (Toronto time), or such other time and/or date as may be approved by the Court. The hearing will be open to all persons holding the Existing Notes. Such persons have the right to appear at the hearing and to present evidence or testimony with respect to the fairness of the Arrangement. Measures will be taken pursuant to the Interim Order to provide relevant information and adequate and timely notice of the right to appear to the holders of the Existing Notes, including circulation of the Information Circular, and there will be no improper impediments to appearance by those persons at the hearing.

#### (c) Court Approval

The Issuer anticipates that on December 19, 2023 at 10:00 a.m. (Toronto time), or such other time and/or date as may be approved by the Court, it will seek Court approval of the Arrangement and the issuance of a final order (the "Final Order") by the Court, among other things, approving the Arrangement as fair and reasonable. The Court has been advised in connection with seeking the Interim Order and will be advised in connection with seeking the Final Order that its ruling will be the basis for claiming an exemption from registration under the Securities Act by reason of the exemption afforded by Section 3(a)(10) thereof.

#### AFFILIATIONS

### 3. Affiliates.

Certain directors and executive officers of the Applicants may also be deemed to be "affiliates" of the Applicants by virtue of their positions with the Applicants. See Item 4, "Directors and Executive Officers." The Guarantors and Issuer are all "affiliates" of the Parent Guarantor by virtue of each being wholly owned by the Parent Guarantor. The following is a list of all other affiliates of the Parent Guarantor as of the date of this Application.

Name of Affiliate	Jurisdiction
Mercer Park CB, L.P. <sup>(1)</sup>	Delaware

(1) Jonathan Sandelman beneficially owns such securities, as Mercer Park CB, L.P. is a limited partnership of which Mercer Park CB GP, LLC is the general partner, and which is indirectly controlled by Mr. Sandelman.

### MANAGEMENT AND CONTROL

#### 4. Directors and Executive Officers.

The following tables list the names and offices held by all directors and executive officers of each Applicant as of the date of this Application. The mailing address for each of the individuals listed in each of the tables for each of the entities set forth below is: 152928 Canada Inc., c/o Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, Ontario M5L 1B9.

### AYR Wellness Inc.

Office
Executive Chair
Director
President and Chief Executive Officer
Chief Financial Officer
Head of Strategy and M&A
Chief People Officer
Chief Transformation Officer

Ayr Wellness Canada Holdings Inc.

Name	Office
Andy Scott	Director
Paul Fisher	Director
Charles Miles	Director
Brad Asher	Chief Financial Officer and Secretary

242 Cannabis LLC AYR NJ LLC AYR Wellness Holdings LLC DFMMJ Investments LLC d/b/a AYR Eskar LLC Tahoe Hydroponics Company, LLC

Name	Office
Jonathan Sandelman	Manager and President
Charles Miles	Manager and Vice President
Paul Fisher	Manager and Vice President

AYR Ohio LLC AYR Wellness NJ LLC **BP** Solutions LLC Cannapunch of Nevada LLC Cultivauna, LLC d/b/a Levia DWC Investments, LLC Green Light Holdings, LLC Green Light Management, LLC Herbal Remedies Dispensaries, LLC Kynd-Strainz LLC Lemon Aide LLC LivFree Wellness LLC PA Natural Medicine LLC Tahoe-Reno Botanicals, LLC Tahoe-Reno Extractions, LLC

### No

Name	Office
Jonathan Sandelman	Manager
Charles Miles	Manager
Paul Fisher	Manager

CannTech PA, LLC

Name	Office
Marla Bowie	Manager and President
Joyce Johnson	Manager and Vice President
Edward Miller	Manager and Vice President

CSAC Acquisition AZ Corp. CSAC Acquisition IL II Corp. CSAC Acquisition MA Corp. CSAC Acquisition NY Corp. CSAC Acquisition TX Corp. Klymb Project Management, Inc.

Name	Office
Jonathan Sandelman	Director, President, Secretary and Treasurer
Charles Miles	Director and Vice President
Paul Fisher	Director and Vice President

CSAC Acquisition Connecticut LLC

Name	Office
Brad Asher	Manager
CSAC Acquisition FL Corp. CSAC Acquisition IL Corp.	

CSAC Acqu CSAC Acquisition MA II Corp. CSAC Acquisition NV Corp. Tahoe Capital Company

Office
Director and President
Director and Treasurer
Director and Secretary

### CSAC Acquisition NJ Corp.

Name	Office
Jonathan Sandelman	Director and President
Charles Miles	Director and Vice President
Paul Fisher	Director and Vice President

CSAC Acquisition Inc. CSAC Holdings Inc.

Name	Office		
Jonathan Sandelman	Director, President, Secretary and Treasurer		
Charles Miles	Director and Vice President		
Louis F. Karger	Director		
Paul Fisher	Vice President		

### CSAC Acquisition PA Corp. CSAC Acquisition PA II Corp.

Name	Office	
Jonathan Sandelman	Director, President, Secretary and Treasurer	

CSAC LLC

	Office	
Jonathan Sandelman Manager, Presi	dent, Secretary and Treasurer	

CSAC Ohio, LLC Mercer Strategies FL, LLC Mercer Strategies PA, LLC Parker RE MA, LLC Parker RE PA, LLC Parker Solutions IL, LLC Parker Solutions NJ, LLC Parker Solutions OH, LLC Parker Solutions PA, LLC

<u>Name</u> Jonathan Sandelman	Office Director, President, Secretary and Treasurer of LLC's Sole Member
Charles Miles	Director and Vice President of LLC's Sole Member
Louis F. Karger	Director of LLC's Sole Member
ise LLC	

Name	Office
Jonathan Sandelman	Manager

### Land of Lincoln Dispensary LLC

Name	Office
Jonathan Sandelman	Executive Chair of Sole Member
Charles Miles	Director of Sole Member
Louis F. Karger	Director of Sole Member
Glenn Isaacson	Director of Sole Member
Joyce Johnson	Director of Sole Member
Michael Warren	Director of Sole Member
David Goubert	President and Chief Executive Officer of Sole Member
Brad Asher	Chief Financial Officer of Sole Member
Jamie Mendola	Head of Strategy and M&A of Sole Member
Anya Varga	Chief People Officer of Sole Member
Paul Fisher	Chief Transformation Officer of Sole Member

Mercer Strategies MA, LLC Parker Solutions FL, LLC

Name	Office
Jonathan Sandelman	Director and President of Sole Member
Charles Miles	Director and Treasurer of Sole Member
Paul Fisher	Director and Secretary of Sole Member

Parker Solutions MA, LLC

Name	Office
Jonathan Sandelman	Director of Sole Member
Eric Wardrop	Director of Sole Member
David S. Rosenberg	Director and President of Sole Member
Louis F. Karger	Director, Treasurer and Secretary of Sole Member

Sira Naturals, Inc.

Name	Office		
Jonathan Sandelman	Director		
Eric Wardrop	Director		
David S. Rosenberg	Director and President		
Louis F. Karger	Director, Treasurer and Secretary		

### 5. Principal Owners of Voting Securities.

The following tables list the persons owning 10% or more of the voting securities of the Applicants as of the date of this Application.

Name	Principal Owner of 10% or More of Voting Securities	Title of Class Owned	Amount Owned	Percentage of Voting Securities Owned
AYR Wellness Inc.	Mercer Park CB, L.P. <sup>(1)</sup>	Equity Shares	36,218	0.06%
		Multiple Voting Shares	3,677,626	99.49%

(1)	The address of Mercer Park CB	L.P. is 590 Madison Ave.	26th Floor, New Y	ork. New York 10022.

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Name	Principal Owner of 10% or More of Voting Securities	Title of Class Owned	Amount Owned	Percentage of Voting Securities Owned
Ayr Wellness Canada Holdings Inc.	AYR Wellness Inc.	Common Stock	1	100%
CSAC Acquisition AZ Corp.	AYR Wellness Inc.	Common Stock	1	100%
CSAC Acquisition IL Corp.	AYR Wellness Inc.	Common Stock	1	100%
CSAC Acquisition MA II Corp.	AYR Wellness Inc.	Common Stock	1	100%
CSAC Acquisition NJ Corp.	AYR Wellness Inc.	Common Stock	1	100%
CSAC Acquisition NV Corp.	AYR Wellness Inc.	Common Stock	1	100%
CSAC Acquisition PA Corp.	AYR Wellness Inc.	Common Stock	1	100%
CSAC Acquisition FL Corp.	AYR Wellness Inc.	Common Stock	1,001	100%
CSAC Acquisition IL II Corp.	AYR Wellness Inc.	Common Stock	1,001	100%
CSAC Acquisition PA II Corp.	CSAC Acquisition Inc.	Common Stock	1	100%
CSAC Acquisition Inc.	AYR Wellness Inc.	Common Stock	24,572,483	100%
CSAC Acquisition MA Corp.	CSAC Holdings Inc.	Common Stock	1	100%
CSAC Acquisition NY Corp.	CSAC Acquisition Inc.	Common Stock	100	100%
CSAC Acquisition TX Corp.	CSAC Acquisition Inc.	Common Stock	100	100%
CSAC Holdings Inc.	AYR Wellness Holdings LLC	Common Stock	2	100%
Klymb Project Management, Inc.	CSAC Acquisition Inc.	Common Stock	1,000	100%
Sira Naturals, Inc.	CSAC Acquisition Inc.	Common Stock	200	100%
Tahoe Capital Company	CSAC Acquisition NV Corp.	Common Stock	1,000,000	100%
242 Cannabis, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
AYR NJ LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
AYR Ohio LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
AYR Wellness Holdings LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
AYR Wellness NJ, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
BP Solutions LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Cannapunch of Nevada LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
CannTech PA, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
CSAC Acquisition Connecticut LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
CSAC LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
CSAC Ohio, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Cultivauna, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
DFMMJ Investments, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
DocHouse, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
DWC Investments, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Eskar LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Green Light Holdings LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Green Light Management, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Herbal Remedies Dispensaries, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Kynd-Strainz LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Land of Lincoln Dispensary LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Lemon Aide LLC	AYR Wellness Inc.	Membership Interest	N/A	100%

Livfree Wellness LLC       AYR Wellness Inc.       Membership Interest         Principal Owner of 10% or More of Voting Securities       Title of Class Owned         Mercer Strategies FL, LLC       AYR Wellness Inc.       Membership Interest         Mercer Strategies MA, LLC       AYR Wellness Inc.       Membership Interest         Mercer Strategies PA, LLC       AYR Wellness Inc.       Membership Interest         PA Natural Medicine LLC       AYR Wellness Inc.       Membership Interest         Parker RE MA, LLC       AYR Wellness Inc.       Membership Interest         Parker RE PA, LLC       AYR Wellness Inc.       Membership Interest	Amount Owned	Percentage of Voting Securities Owned
Nameof 10% or More of Voting SecuritiesTitle of Class OwnedMercer Strategies FL, LLCAYR Wellness Inc.Membership InterestMercer Strategies MA, LLCAYR Wellness Inc.Membership InterestMercer Strategies PA, LLCAYR Wellness Inc.Membership InterestPA Natural Medicine LLCAYR Wellness Inc.Membership InterestParker RE MA, LLCAYR Wellness Inc.Membership Interest	N/A	100%
Mercer Strategies MA, LLCAYR Wellness Inc.Membership InterestMercer Strategies PA, LLCAYR Wellness Inc.Membership InterestPA Natural Medicine LLCAYR Wellness Inc.Membership InterestParker RE MA, LLCAYR Wellness Inc.Membership Interest	Amount Owned	Percentage of Voting Securities Owned
Mercer Strategies PA, LLCAYR Wellness Inc.Membership InterestPA Natural Medicine LLCAYR Wellness Inc.Membership InterestParker RE MA, LLCAYR Wellness Inc.Membership Interest	N/A	100%
PA Natural Medicine LLCAYR Wellness Inc.Membership InterestParker RE MA, LLCAYR Wellness Inc.Membership Interest	N/A	100%
Parker RE MA, LLC AYR Wellness Inc. Membership Interest	N/A	100%
	N/A	100%
Parker RE PA, LLC AYR Wellness Inc. Membership Interest	N/A	100%
	N/A	100%
Parker Solutions FL, LLC AYR Wellness Inc. Membership Interest	N/A	100%
Parker Solutions IL, LLC AYR Wellness Inc. Membership Interest	N/A	100%
Parker Solutions MA LLC AYR Wellness Inc. Membership Interest	N/A	100%
Parker Solutions NJ LLC AYR Wellness Inc. Membership Interest	N/A	100%
Parker Solutions OH, LLC AYR Wellness Inc. Membership Interest	N/A	100%
Parker Solutions PA, LLC AYR Wellness Inc. Membership Interest	N/A	100%
Tahoe Hydroponics Company, LLC         AYR Wellness Inc.         Membership Interest	N/A	100%
Tahoe-Reno Botanicals, LLC         AYR Wellness Inc.         Membership Interest	N/A	100%
Tahoe-Reno Extractions, LLC         AYR Wellness Inc.         Membership Interest	N/A	100%

### UNDERWRITERS

### 6. Underwriters.

(a) The following table sets forth information regarding all persons who have acted as an underwriter of any securities of the Parent Guarantor outstanding on the date of the filing of this Application within three years prior to the date of the filing of this Application. No persons have acted as an underwriter of any securities outstanding of the Issuer or Guarantors.

Name	Mailing Address	Offering		
Canaccord Genuity Corp.	161 Bay Street, Suite 3000 Toronto, Ontario M5J 2S1	January 2021 Canadian public offering of an aggregate of 4,600,000 Subordinate Voting Shares, Restricted Voting Shares or Limited Voting Shares at a price of C\$34.25 per share ("January 2021 Offering") Private placement offering of the Existing Notes ("Private Placement Offering")		
Beacon Securities Limited	66 Wellington Street West, Suite 4050 Toronto, Ontario M5K 1H1	January 2021 Offering Private Placement Offering		
Echelon Wealth Partners Inc.	1 Adelaide Street East, Suite 2100 Toronto, Ontario M5C 2V9	January 2021 Offering		

Name	Mailing Address	Offering	
Roth Canada, ULC	130 King Street West, Suite 1909 Toronto, Ontario M5X 1E3	January 2021 Offering	
PI Financial Corp.	1900-666 Burrard Street Vancouver, British Columbia V6C 3N1	January 2021 Offering	
Seaport Global Securities LLC	360 Madison Avenue, 21st Floor New York, New York 10017	Private Placement Offering	

(b) There is no proposed principal underwriter for the New 2026 Exchange Notes that are to be issued under the Indenture that is to be qualified under this Application.

### CAPITAL SECURITIES

#### 7. Capitalization.

The following tables set forth certain information with respect to each authorized class of securities of the Applicants as of the date of this Application.

AYR Wellness Inc.

Title of Class	Number of Shares Authorized	Number of Shares Outstanding
Multiple Voting Shares	Unlimited	3,696,486
Subordinate Voting Shares	Unlimited	7,036,179
Restricted Voting Shares	Unlimited	3,339,693
Limited Voting Shares	Unlimited	53,972,194
Exchangeable Shares	Unlimited	9,665,707
Treasury Stock	Unlimited	(645,300)

The only securities outstanding for the Issuer and each Guarantor are the equity interests detailed in section 5 above.

#### INDENTURE SECURITIES

#### 8. Analysis of Indenture Provisions.

The New 2026 Exchanges Notes will be subject to the A&R Indenture. The following is a general description of certain provisions expected to be included in the A&R Indenture, and the description is qualified in its entirety by reference to the form of A&R Indenture filed hereto as Exhibit T3C. The Parent Guarantor and Issuer have not entered into the A&R Indenture as of the date of this filing, and the terms of the A&R Indenture are subject to change before it is executed. Capitalized terms used below and not defined herein have the meanings ascribed to them in the A&R Indenture.

#### Events of Default

Unless otherwise provided in a Supplemental Indenture relating to a particular series of Notes, an 'Event of **Default**' means any one of the following events:

- (a) default for 30 days in the payment when due of interest on the Notes;
- (b) default in payment when due of the principal of, or premium, if any, on the Notes (whether at maturity, upon redemption or upon a required repurchase);
- (c) failure by the Issuer to comply with its obligations under Section 10.1 of the A&R Indenture;

- (d) failure by the Issuer for 30 days to comply with the provisions of Section 6.14 of the A&R Indenture or Section 6.15 of the A&R Indenture to the extent not described in Section 7.1(b) of the A&R Indenture;
- (e) failure by AYR Wellness or any of its Restricted Subsidiaries for 60 days (or 90 days in the case of a Reporting Failure) after written notice by the Trustee or Holders representing 51% or more of the aggregate principal amount of Notes outstanding to comply with any of the other agreements in the A&R Indenture;
- (f) default under any mortgage, indenture or instrument under which there may be issued or by which there may be secured or evidenced any Indebtedness for money borrowed by AYR Wellness or any of its Restricted Subsidiaries (or the payment of which is Guaranteed by AYR Wellness or any of its Restricted Subsidiaries) whether such Indebtedness or Guarantee now exists, or is created after the Issue Date, if that default:

(A) (i) is caused by a failure to make any payment on such Indebtedness when due and after giving to the expiration of the grace period, if any, provided in such Indebtedness (a "**Payment Default**"); or (ii) results in the acceleration of such Indebtedness prior to its Stated Maturity, and, in each case, the principal amount of any such Indebtedness, together with the principal amount of any other such Indebtedness under which there has been a Payment Default, aggregates \$5.0 million or more, or

(B) is caused by a breach or default of any other covenant other than a Payment Default ('Non-Payment Default''), after giving effect to the expiration of the grace period, if any, provided that the principal amount of any such Indebtedness individually, or when taken together with the principal amount of any other such Indebtedness under which there has been a Non-Payment Default, aggregates to \$10.0 million or more;

provided that, in each case (a) if any such Payment Default or Non-Payment Default is cured or waived or any such acceleration is rescinded, as the case may be, such Event of Default under the A&R Indenture and any consequential acceleration of the Notes shall be automatically rescinded, so long as such rescission does not conflict with any judgement or decree and (b) any Non-Payment Default arising from any valid assertion made by a Person who is not an Affiliate of the Issuer that the granting of Liens to the Trustee in collateral securing the those certain Vendor Takeback Notes specified on Schedule B-2 of the A&R Indenture ("**Specified Seller Notes**") breaches a prohibition (if any) on granting such Liens contained in the definitive documentation governing such Specified Seller Notes shall not constitute an Event of Default;

- (g) failure by AYR Wellness or any of its Restricted Subsidiaries to pay final non-appealable judgments (to the extent such judgments are not paid or covered by in-force insurance provided by a reputable carrier that has the ability to perform and has acknowledged coverage in writing) aggregating in excess of \$25.0 million, which judgments are not paid, discharged or stayed for a period of 60 days;
- (h) except as permitted by the A&R Indenture, any Guarantee is held in any judicial proceeding to be unenforceable or invalid or ceases for any reason to be in full force and effect or any Guarantor, or any Person acting on behalf of any such Guarantor, denies or disaffirms its obligations under its Guarantee;
- (i) AYR Wellness or any Restricted Subsidiary, pursuant to or within the meaning of any Bankruptcy Law:
  - (i) commences a voluntary case or proceeding;
  - (ii) applies for or consents to the entry of an order for relief against it in an involuntary case or proceeding;
  - (iii) applies for or consents to the appointment of a custodian of it or for all or substantially all of its assets; or
  - (iv) makes a general assignment for the benefit of its creditors;
- (j) a court of competent jurisdiction enters an order or decree under any Bankruptcy Law that:

- (i) is for relief against AYR Wellness or any Restricted Subsidiary debtor in an involuntary case or proceeding;
- (ii) appoints a custodian of AYR Wellness or any Restricted Subsidiary or a custodian for all or substantially all of the assets of AYR Wellness or any Restricted Subsidiary; or
- (iii) orders the liquidation of AYR Wellness or any Restricted Subsidiary;

and the order or decree remains unstayed and in effect for 60 consecutive days and, in the case of the insolvency of a Restricted Subsidiary, such Restricted Subsidiary remains a Restricted Subsidiary on such  $60^{\text{th}}$  day;

- (k) the Security Documents shall for any reason (other than pursuant to the terms thereof) cease to create a valid and perfected Lien on any material portion of the Collateral purported to be covered thereby and the Issuer or the applicable Guarantor does not take all steps required to provide the Collateral Trustee with a valid and perfected Lien against such Collateral within five (5) days of request therefor by the Collateral Trustee; and
- (l) either
  - a default (after the expiry of any grace period or cure period provided by applicable law or regulations) under the terms of one or more Material Permits that, individually or in the aggregate, has a Material Adverse Effect, or
  - (ii) any agreement by the Issuer or a Restricted Subsidiary to surrender or terminate one or more Material Permits prior to the expiry date set out in such applicable Material Permit(s) that, individually or in the aggregate, has a Material Adverse Effect,

unless such Material Permit(s) are replaced within 60 days by substantially similar Material Permit(s) on terms and conditions no more onerous or restrictive than the Material Permit(s) forfeited or terminated under subsections (i) or (ii) or such Material Permit(s) are to be renewed or replaced by the applicable regulatory authority in accordance with applicable law.

For greater certainty, for the purposes of Section 7.1 of the A&R Indenture, an Event of Default shall occur with respect to a series of Notes if such Event of Default relates to a Default in the payment of principal, premium (if any), or interest on such series of Notes, in which case references to "Notes" in Section 7.1 of the A&R Indenture shall refer to Notes of that particular series.

For the purposes of Article 7 of the A&R Indenture, where the Event of Default refers to an Event of Default with respect to a particular series of Notes as described in Section 7.1 of the A&R Indenture, then Article 7 of the A&R Indenture shall apply mutatis mutandis to the Notes of such series and references in Article 7 of the A&R Indenture to the "Notes" shall be deemed to be references to Notes of such particular series, as applicable.

#### Acceleration of Maturity; Rescission, Annulment and Waiver

(a) If an Event of Default (other than as specified in Section 7.1(i) of the A&R Indenture or 7.1(j) of the A&R Indenture) occurs and is continuing, the Trustee or the Holders of not less than 51% in aggregate principal amount of the outstanding Notes may, and the Trustee at the request of such Holders shall, declare by notice in writing to the Issuer and (if given by the Holders) to the Trustee, the principal of (and premium, if any) and accrued and unpaid interest to the date of acceleration on, all of the outstanding Notes immediately due and payable and, upon any such declaration, all such amounts will become due and payable immediately.

If an Event of Default specified in Section 7.1(i) of the A&R Indenture or 7.1(j) of the A&R Indenture occurs and is continuing, then the principal of (and premium, if any) and accrued and unpaid interest on all of the outstanding Notes will thereupon become and be immediately due and payable without any declaration, notice or other action on the part of the Trustee or any Holder. However, the effect of such provision may be limited by applicable laws.

(b) The Issuer shall deliver to the Trustee, within 10 days after the occurrence thereof, notice of any



Payment Default or acceleration referred to in Section 7.1(f)(ii) of the A&R Indenture. In addition, for the avoidance of doubt, if an Event of Default specified in Section 7.1(b) of the A&R Indenture occurs in relation to a failure by the Issuer to comply with the provisions of Section 6.14 of the A&R Indenture, "premium" shall include, without duplication to any other amounts included in "premium" for these purposes, the excess of:

- (i) the Change of Control Payment that was required to be offered in accordance with Section 6.14 of the A&R Indenture, in the event such offer was not made, or, in the event such offer was made, the Change of Control Payment that was required to be paid in accordance with Section 6.14 of the A&R Indenture; over
- (ii) the principal amount of the Notes that were required to be subject to such offer or payment, as applicable.
- (c) At any time after a declaration of acceleration, but before a judgment or decree for payment of the money due has been obtained by the Trustee:
  - the Holders of a majority in aggregate principal amount of the outstanding Notes, by written notice to the Issuer, the Holders and the Trustee, may rescind and annul such declaration and its consequences if:

(A) all existing Events of Default, other than the non-payment of amounts of principal of (and premium, if any) or interest on the Notes that have become due solely by such declaration of acceleration, have been cured or waived; and

(B) such rescission would not conflict with any judgment or decree of a court of competent jurisdiction,

*provided* that if the Event of Default has occurred by reason of the nonobservance or non-performance by the Issuer of any covenant applicable only to one or more series of Notes, then the Holders of a majority of the principal amount of the outstanding Notes of that series shall be entitled to exercise the foregoing power of rescission and the Trustee shall so act and it shall not be necessary to obtain a waiver from the Holders of any other series of Notes; and (ii) the Trustee, so long as it has not become bound to declare the principal and interest on the Notes (or any of them) to be due and payable, or to obtain or enforce payment of the same, shall have the power to waive any Event of Default if, in the Trustee's opinion, the same shall have been cured or adequate satisfaction made therefor, and in such event to rescind and annul such declaration and its consequences,

provided that no such rescission shall affect any subsequent Default or impair any right consequent thereon.

- (d) Notwithstanding Section 7.2(a) of the A&R Indenture, in the event of a declaration of acceleration in respect of the Notes because an Event of Default specified in Section 7.1(f) of the A&R Indenture shall have occurred and be continuing, such declaration of acceleration shall be automatically annulled if the Indebtedness that is the subject of such Event of Default has been discharged or the holders thereof have rescinded their declaration of acceleration in respect of such Indebtedness, and written notice of such discharge or rescission, as the case may be, shall have been given to the Trustee by the Issuer and countersigned by the holders of such Indebtedness or a trustee, fiduciary or agent for such holders, within 30 days after such declaration of acceleration in respect of the Notes, and no other Event of Default has occurred during such 30 day period which has not been cured or waived during such period.
- (e) The Holders of a majority in aggregate principal amount of the outstanding Notes, by written notice to the Trustee, may on behalf of the Holders of all Notes waive any existing Default or Event of Default and its consequences under the A&R Indenture, except a Default or Event of Default in the payment of interest on, or principal (or premium, if any) of, Notes; provided that if the Default or Event of Default has occurred by reason of the non-observance or non-performance by the Issuer of any covenant applicable only to one or more series of Notes, then the Holders of a majority of the

principal amount of the outstanding Notes of such series shall be entitled to waive such Default or Event of Default and it shall not be necessary to obtain a waiver from the Holders of any other series of Notes.

#### Notice of Event of Default

If an Event of Default shall occur and be continuing the Trustee shall, within 30 days after it receives written notice of the occurrence of such Event of Default, give notice of such Event of Default to the Holders in the manner provided in Section 14.2 of the A&R Indenture, provided that, notwithstanding the foregoing, unless the Trustee shall have been requested to do so by the Holders of at least 51% of the principal amount of the Notes then outstanding, the Trustee shall not be required to give such notice if and the Trustee in good faith shall have determined that the withholding of such notice is in the best interests of the Holders and shall have so advised the Issuer in writing. Notwithstanding the foregoing, notice relating to a Default or Event of Default relating to the payment of principal or interest shall not in any circumstances be withheld.

#### Statement by Officers

- (a) The Issuer shall deliver to the Trustee, within 120 days after the end of each of its fiscal years, a brief certificate from the principal executive officer, principal financial officer or principal accounting officer as to his or her knowledge of compliance by the Issuer and the Restricted Subsidiaries with all conditions and covenants in the A&R Indenture. For purposes of Section 7.20(a) of the A&R Indenture, such compliance shall be determined without regard to any period of grace or requirement of notice under the A&R Indenture.
- (b) Upon becoming aware of any Default or Event of Default, the Issuer shall promptly deliver to the Trustee by registered or certified mail or by facsimile transmission an Officers' Certificate, specifying such event, notice or other action giving rise to such Default or Event of Default and the action that the Issuer or Restricted Subsidiary, as applicable, is taking or proposes to take with respect thereto.

#### Execution, Authentication and Delivery of Notes

- (a) All Notes shall be signed (either manually or by electronic or facsimile signature) by any two authorized directors or officers of the Issuer, holding office at the time of signing. An electronic or facsimile signature upon a Note shall for all purposes of the A&R Indenture be deemed to be the signature of the individual whose signature it purports to be. Notwithstanding that any individual whose signature, either manual or in facsimile or other electronic means, appears on a Note as a director or officer may no longer hold such office at the date of the Note or at the date of the authentication and delivery thereof, such Note shall be valid and binding upon the Issuer and the Holder thereof shall be entitled to the benefits of the A&R Indenture.
- (b) No Notes will be entitled to any right or benefit under the A&R Indenture or be valid or obligatory for any purpose unless such Notes have been authenticated by manual signature by or on behalf of the Trustee substantially in the form provided for herein or in the relevant Supplemental Indenture. Such authentication upon any Notes will be conclusive evidence, and the only evidence, that such Notes have been duly authenticated, issued and delivered and that the Holder is entitled to the benefits hereof.
- (c) Subject to the terms of the A&R Indenture, the Trustee shall from time to time authenticate one or more Notes (including Global Notes) for original issue on the issue date for any series of Notes upon and in accordance with an Issuer Order (an "Authentication Order"), without the Trustee receiving any consideration therefor. Each such Authentication Order shall specify the principal amount of such Notes to be authenticated and the date on which such Notes are to be authenticated. The aggregate principal amount of Notes outstanding at any time may not exceed the aggregate principal amount specified in the Authentication Orders except as provided in Section 2.10 of the A&R Indenture. Except as provided in Section 6.10 of the A&R Indenture, there is no limit on the amount of Notes that may be issued thereunder.
- (d) The certificate by or on behalf of the Trustee authenticating Notes will not be construed as a

representation or warranty of the Trustee as to the validity of the A&R Indenture or of any Notes or their issuance (except the due authentication thereof by the Trustee) or as to the performance by the Issuer of its obligations under of the A&R Indenture or any Notes and the Trustee will be in no respect liable or answerable for the use made of the proceeds of such Notes. The certificate by or on behalf of the Trustee on Notes issued under the A&R Indenture will constitute a representation and warranty by the Trustee that such Notes have been duly authenticated by and on behalf of the Trustee pursuant to the provisions of the A&R Indenture.

#### Release of Guarantees

- (a) The Guarantee of a Guarantor will be automatically released:
  - (i) in connection with any sale, assignment, transfer, conveyance or other disposition of all or substantially all of the assets of that Guarantor (including by way of merger, consolidation or otherwise), in one or more related transactions, to a Person that is not (either before or after giving effect to such transaction) the Issuer or a Restricted Subsidiary of AYR Wellness, if the sale or other disposition does not violate Section 6.15 of the A&R Indenture;
  - (ii) in connection with any sale or other disposition of the Capital Stock of a Guarantor to a Person that is not (either before or after giving effect to such transaction) a Restricted Subsidiary of AYR Wellness after which such Guarantor is no longer a Subsidiary of the Issuer, if the sale of such Capital Stock of that Guarantor complies with Section 6.15 of the A&R Indenture;
  - (iii) [reserved];
  - (iv) upon payment in full in cash of the principal of, accrued and unpaid interest and premium (if any) on, the Notes; or
  - (v) upon Legal Defeasance, Covenant Defeasance or satisfaction and discharge of the A&R Indenture as provided above under Article 8 of the A&R Indenture.
- (b) The Trustee shall promptly execute and deliver a release together with all instruments and other documents reasonably requested by the Issuer or the applicable Restricted Subsidiary to evidence the release and termination of any Guarantee upon receipt of a request by the Issuer accompanied by an Officers' Certificate certifying as to compliance with Section 13.2 of the A&R Indenture.

#### Release of Security

- (a) The Liens on the Collateral will be released in whole with respect to the Notes and the Security Documents, as applicable, upon the occurrence of any of the following:
  - payment in full in cash of the principal of, accrued and unpaid interest and premium (if any) on, the Notes;
  - (ii) satisfaction and discharge of the A&R Indenture; or
  - (iii) legal defeasance or covenant defeasance as set forth under Sections 8.3 of the A&R Indenture or 8.4 of the A&R Indenture,

provided that in each case, all amounts owing to the Trustee under the A&R Indenture and the Notes and to the Collateral Trustee under the Security Documents have been paid or otherwise provided for to the reasonable satisfaction of the Trustee and the Collateral Trustee, as applicable.

- (b) The Liens on the Collateral will automatically be released with respect to any asset constituting Collateral upon the occurrence of any of the following:
  - (i) in connection with any disposition of such Collateral to any Person other than the Issuer (but excluding any transaction subject to the covenant described under Section 10.1 of the A&R Indenture if such other Person is required to become the obligor on the Notes) that is permitted by the A&R Indenture; or

 (ii) upon the sale or disposition of such Collateral pursuant to the exercise of any rights and remedies by the Collateral Trustee with respect to any Collateral, subject to the Security Documents.

To the extent required by the A&R Indenture (other than in relation to (ii) above), the Issuer will furnish to the Trustee, prior to each proposed release of Collateral under the A&R Indenture, an Officer's Certificate and/or an opinion of counsel, each stating that all conditions to the release of the Liens on the Collateral have been satisfied.

#### Satisfaction and Discharge

The A&R Indenture will be discharged and will cease to be of further effect as to all Notes issued thereunder (except as to any surviving rights of registration of transfer or exchange of Notes expressly provided for therein), when

- (a) either:
  - all Notes that have been authenticated, except lost, stolen or destroyed Notes that have been replaced or paid and Notes for whose payment money has been deposited in trust and thereafter repaid to the Issuer, have been delivered to the Trustee for cancellation; or
  - (ii) all Notes that have not been delivered to the Trustee for cancellation have become due and payable, including by redemption, by reason of the mailing of a Redemption Notice or otherwise or will become due and payable within one year and the Issuer or any Guarantor has irrevocably deposited or caused to be deposited with the Trustee as trust funds in trust solely for the benefit of the Holders, cash in U.S. dollars, non-callable Government Securities, or a combination thereof, in such amounts as will be sufficient, in the opinion of a nationally recognized investment bank, appraisal firm or firm of independent public accountants, without consideration of any reinvestment of interest, to pay and discharge the entire Indebtedness on the Notes not delivered to the Trustee for cancellation for principal, premium, if any, and accrued interest to the date of maturity or redemption;
- (b) no Default or Event of Default has occurred and is continuing on the date of the deposit (other than a Default or Event of Default resulting from the borrowing of funds to be applied to such deposit);
- (c) such deposit will not result in a breach or violation of, or constitute a default under, any material agreement or instrument (other than the A&R Indenture) to which the Issuer or any Guarantor is a party or by which the Issuer or any Guarantor is bound;
- (d) the Issuer or any Guarantor has paid or caused to be paid all sums payable by the Issuer under the A&R Indenture; and
- (e) the Issuer has delivered irrevocable written instructions to the Trustee under the A&R Indenture to apply the deposited money toward the payment of the Notes at maturity or the Redemption Date, as the case may be.

Notwithstanding the satisfaction and discharge of the A&R Indenture, if money has been deposited with the Trustee pursuant to Section 8.1(a)(ii) of the A&R Indenture, the provisions of Sections 8.7 and 8.8 A&R Indenture will survive.

#### Evidence and Authority to Trustee, Opinions, etc.

(a) The Issuer shall furnish to the Trustee evidence of compliance with the conditions precedent provided for in the A&R Indenture relating to any action or step required or permitted to be taken by the Issuer or the Trustee under the A&R Indenture or as a result of any obligation imposed under the A&R Indenture, including without limitation, the authentication and delivery of Notes thereunder, the satisfaction and discharge of the A&R and the taking of any other action to be taken by the Trustee at the request of or on the application of the Issuer, forthwith if and when (a) such evidence is required by any other Section of the A&R Indenture to be furnished to the Trustee in accordance with the terms of Section 11.6 of the A&R Indenture, or (b) the Trustee, in the exercise of its rights and duties under the A&R Indenture, gives the Issuer written notice requiring it to furnish such evidence in relation to any particular action or obligation specified in such notice. Such evidence shall consist of:

- an Officers' Certificate, stating that any such condition precedent has been complied with in accordance with the terms of the A&R Indenture;
- (ii) in the case of a condition precedent the satisfaction of which is, by the terms of the A&R Indenture, made subject to review or examination by a solicitor, an Opinion of Counsel that such condition precedent has been complied with in accordance with the terms of the A&R Indenture; and
- (iii) in the case of any such condition precedent the satisfaction of which is subject to review or examination by auditors or accountants, an opinion or report of the Issuer's Auditors whom the Trustee for such purposes hereby approves, that such condition precedent has been complied with in accordance with the terms of the A&R Indenture.
- (b) Whenever such evidence relates to a matter other than the authentication and delivery of Notes and the satisfaction and discharge of the A&R Indenture, and except as otherwise specifically provided herein, such evidence may consist of a report or opinion of any solicitor, auditor, accountant, engineer or appraiser or any other appraiser or any other individual whose qualifications give authority to a statement made by such individual, provided that if such report or opinion is furnished by a director, officer or employee of the Issuer it shall be in the form of a statutory declaration. Such evidence shall be, so far as appropriate, in accordance with Section 11.6(a) of the A&R Indenture.
- (c) Each statutory declaration, certificate, opinion or report with respect to compliance with a condition precedent provided for in the A&R Indenture shall include (i) a statement by the individual giving the evidence that he or she has read and is familiar with those provisions of the A&R Indenture relating to the condition precedent in question, (ii) a brief statement of the nature and scope of the examination or investigation upon which the statements or opinions contained in such evidence are based, (iii) a statement that, in the belief of the individual giving such evidence, he or she has made such examination or investigation as is necessary to enable him or her to make the statements or give the opinions contained or expressed therein, and (iv) a statement whether in the opinion of such individual the conditions precedent in question have been complied with or satisfied.
- (d) In addition to its obligations under Section 7.20 of the A&R Indenture, the Issuer shall furnish or cause to be furnished to the Trustee at any time if the Trustee reasonably so requires, an Officers' Certificate certifying that the Issuer has complied with all covenants, conditions or other requirements contained in the A&R Indenture, the non-compliance with which would constitute a Default or an Event of Default, or if such is not the case, specifying the covenant, condition or other requirement which has not been complied with and giving particulars of such non-compliance. The Issuer shall, whenever the Trustee so requires, furnish the Trustee with evidence by way of statutory declaration, opinion, report or certificate as specified by the Trustee as to any action or step required or permitted to be taken by the Issuer or as a result of any obligation imposed by the A&R Indenture.

#### 9. Other Obligors.

No person, other than the Applicants, will be an obligor of the New Notes.



### CONTENTS OF APPLICATION FOR QUALIFICATION

The application for qualification comprises:

- (a) Pages numbered 1 to 24, consecutively.
- (b) The statement of eligibility and qualification of the trustee under the indenture to be qualified.
- (c) The following Exhibits in addition to those filed as part of the statement of eligibility and qualification of the trustee:

Exhibit No.	Description
Exhibit T3A-1	Certificate of Incorporation and Notice of Articles of AYR Wellness Inc.
Exhibit T3A-2	Articles of Incorporation of Ayr Wellness Canada Holdings Inc.
Exhibit T3A-3	Articles of Organization of 242 Cannabis, LLC
Exhibit T3A-4	Articles of Organization of AYR NJ, LLC
Exhibit T3A-5	Articles of Organization of AYR Ohio LLC
Exhibit T3A-6	Articles of Organization of AYR Wellness Holdings LLC
Exhibit T3A-7	Certificate of Formation of AYR Wellness NJ, LLC
Exhibit T3A-8	Articles of Organization of BP Solutions LLC
Exhibit T3A-9	Articles of Organization of Cannapunch of Nevada LLC
Exhibit T3A-10	Certificate of Formation of CannTech PA, LLC
Exhibit T3A-11	Amended and Restated Articles of Incorporation of CSAC Acquisition AZ Corp.
Exhibit T3A-12	Articles of Organization of CSAC Acquisition Connecticut LLC
Exhibit T3A-13	Articles of Incorporation of CSAC Acquisition FL Corp.
Exhibit T3A-14	Amended and Restated Articles of Incorporation of CSAC Acquisition IL Corp.
Exhibit T3A-15	Articles of Incorporation of CSAC Acquisition IL II Corp.
Exhibit T3A-16	Articles of Incorporation of CSAC Acquisition Inc.
Exhibit T3A-17	First Certificate of Amendment to the Articles of Incorporation of CSAC Acquisition Inc.
Exhibit T3A-18	Second Certificate of Amendment to the Articles of Incorporation of CSAC Acquisition Inc.
Exhibit T3A-19	Articles of Incorporation of CSAC Acquisition MA Corp.
Exhibit T3A-20	Amended and Restated Articles of Incorporation of CSAC Acquisition MA II Corp.
Exhibit T3A-21	Amended and Restated Articles of Incorporation of CSAC Acquisition NJ Corp.
Exhibit T3A-22	Articles of Incorporation of CSAC Acquisition NV Corp.
Exhibit T3A-23	Certificate of Incorporation of CSAC Acquisition NY Corp.
Exhibit T3A-24	Amended and Restated Articles of Incorporation of CSAC Acquisition PA Corp.
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Exhibit T3A-26	Certificate of Formation of CSAC Acquisition TX Corp.
Exhibit T3A-27	Articles of Incorporation of CSAC Holdings Inc.
Exhibit T3A-28	Articles of Organization of CSAC LLC
Exhibit T3A-29	Articles of Organization of CSAC Ohio, LLC
Exhibit T3A-30	Certificate of Organization of Cultivauna, LLC
Exhibit T3A-31	Articles of Merger of DFMMJ Investments, LLC
Exhibit T3A-32	Certificate of Organization of DocHouse, LLC
Exhibit T3A-33	Articles of Organization of DWC Investments, LLC
Exhibit T3A-34	Certificate of Organization of Eskar LLC

Exhibit No.	Description
Exhibit T3A-35	Articles of Organization of Green Light Holdings LLC
Exhibit T3A-36	Articles of Organization of Green Light Management, LLC
Exhibit T3A-37	Articles of Organization of Herbal Remedies Dispensaries, LLC
Exhibit T3A-38	Articles of Incorporation of Klymb Project Management, Inc.
Exhibit T3A-39	Articles of Organization of Kynd-Strainz LLC
Exhibit T3A-40	Articles of Organization of Land of Lincoln Dispensary LLC
Exhibit T3A-41	Articles of Organization of Lemon Aide LLC
Exhibit T3A-42	Articles of Organization and Articles of Merger of Livfree Wellness LLC
Exhibit T3A-43	Articles of Organization of Mercer Strategies FL, LLC
Exhibit T3A-44	Articles of Organization of Mercer Strategies MA, LLC
Exhibit T3A-45	Articles of Organization of Mercer Strategies PA, LLC
Exhibit T3A-46	Certificate of Organization of PA Natural Medicine LLC
Exhibit T3A-47	Certificate of Name Change of PA Natural Medicine LLC
Exhibit T3A-48	Articles of Organization of Parker RE MA, LLC
Exhibit T3A-49	Articles of Organization of Parker RE PA, LLC
Exhibit T3A-50	Articles of Organization of Parker Solutions FL, LLC
Exhibit T3A-51	Articles of Organization of Parker Solutions IL, LLC
Exhibit T3A-52	Articles of Organization of Parker Solutions MA, LLC
Exhibit T3A-53	Certificate of Formation of Parker Solutions NJ LLC
Exhibit T3A-54	Articles of Organization of Parker Solutions OH, LLC
Exhibit T3A-55	Articles of Organization of Parker Solutions PA, LLC
Exhibit T3A-56	Articles of Organization of Sira Naturals, Inc.
Exhibit T3A-57	Amendment to Articles of Organization of Sira Naturals, Inc.
Exhibit T3A-58	Articles of Entity Conversion of Sira Naturals, Inc.
Exhibit T3A-59	Articles of Incorporation of Tahoe Capital Company
Exhibit T3A-60	Articles of Organization of Tahoe Hydroponics Company, LLC
Exhibit T3A-61	Amendment to Articles of Organization of Tahoe Hydroponics Company, LLC
Exhibit T3A-62	Articles of Organization of Tahoe-Reno Botanicals, LLC
Exhibit T3A-63	Articles of Organization of Tahoe-Reno Extractions, LLC
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Limba 15D 57	Second random resource operating representation of random reno Dotalinears, EEC

Exhibit No.	Description
Exhibit T3B-58*	Second Amended and Restated Operating Agreement of Tahoe-Reno Extractions, LLC
Exhibit T3C*	Form of Amended and Restated Trust Indenture among AYR Wellness Inc., as parent guarantor, AYR Wellness Canada Holdings Inc., as issuer and Odyssey Trust Company, as Trustee
Exhibit T3D-1*	Interim Order of the Court
Exhibit T3D-2*	Final Order of the Court
Exhibit T3E-1*	Letter of Transmittal for Registered Holders of 12.50% Senior Secured Notes Due December 10, 2024 of AYR Wellness Inc.
Exhibit T3E-2*	Letter to the Shareholders of AYR Wellness Inc.
Exhibit T3E-3*	Management Information Circular of AYR Wellness Inc. and Ayr Wellness Canada Holdings Inc. for Holders of 12.50% Senior Secured Notes due December 10, 2024 to Consider a Proposed Plan of Arrangement
Exhibit T3F*	Cross reference sheet showing the location in the Indenture of the provisions inserted therein pursuant to Section 310 through 318(a), inclusive, of the Trust Indenture Act (included in Exhibit T3C hereto)
Exhibit 25.1*	Statement of eligibility and qualification of the Trustee on Form T-6

\* To be filed by amendment.

#### SIGNATURES

Pursuant to the requirements of the Trust Indenture Act of 1939, the applicant below, a corporation organized and existing under the laws of Canada, has duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on November 22, 2023.

AYR Wellness Inc.

Attest:	/s/ Brad Asher		By:	/s/ Jonathan Sandelman	
		Brad Asher			Jonathan Sandelman
	Title:	Chief Financial Officer		Title:	Executive Chair

Pursuant to the requirements of the Trust Indenture Act of 1939, the applicant below, a corporation organized and existing under the laws of Canada, has duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on November 22, 2023.

Ayr Wellness Canada Holdings Inc.

Attest:	/s/ Brad Asher		By:	/s/ Charles Miles	
	Name:	Brad Asher		Name:	Charles Miles
	Title:	Chief Financial Officer and Secretary		Title:	Director

Pursuant to the requirements of the Trust Indenture Act of 1939, the undersigned Guarantors have duly caused this application to be signed on their behalf by the undersigned, thereunto duly authorized:

242 Cannabis LLC AYR NJ LLC AYR Wellness Holdings LLC DFMMJ Investments LLC d/b/a AYR Eskar LLC Tahoe Hydroponics Company, LLC AYR Ohio LLC AYR Wellness NJ LLC **BP** Solutions LLC Cannapunch of Nevada LLC Cultivauna, LLC d/b/a Levia DWC Investments, LLC Green Light Holdings, LLC Green Light Management, LLC Herbal Remedies Dispensaries, LLC Kynd-Strainz LLC Lemon Aide LLC LivFree Wellness LLC PA Natural Medicine LLC Tahoe-Reno Botanicals, LLC Tahoe-Reno Extractions, LLC

Attest: /s/ Charles Miles

Name: Charles Miles Title: Manager By: /s/ Jonathan Sandelman

Name: Jonathan Sandelman Title: Manager

CannTech PA, LLC

			_		
	Name:	Joyce Johnson		Name:	Marla Bowie
	Title:	Manager and Vice President		Title:	Manager and President
CSAC A	cquisition	AZ Corp.			
CSAC A	cquisition	IL II Corp.			
CSAC A	cquisition	MA Corp.			
CSAC A	cquisition	NY Corp.			
CSAC A	cquisition	TX Corp.			
Klymb F	Project Ma	nagement, Inc.			
CSAC A	cquisition	FL Corp.			
CSAC A	cquisition	IL Corp.			
		MA II Corp.			
CSAC A	cquisition	NV Corp.			
	Capital Co	1 2			
	*	NJ Corp.			
	cquisition				
	loldings Ir	<i>IC</i> .			
	hio, LLC				
	Strategies				
	Strategies				
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	RE PA, LL Solutions I				
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Attest:	/s/ Char	les Miles	By:	/s/ Jona	than Sandelman
Attest:	/s/ Char Name:	les Miles Charles Miles	By:	/s/ Jona Name:	than Sandelman Jonathan Sandelman
Attest:			By:		
	Name: Title:	Charles Miles Director	By:	Name:	Jonathan Sandelman
	Name: Title:	Charles Miles	By:	Name:	Jonathan Sandelman
	Name: Title:	Charles Miles Director <i>Connecticut LLC</i>	By: By:	Name:	Jonathan Sandelman Director
CSAC A	Name: Title: cquisition	Charles Miles Director <i>Connecticut LLC</i>		Name: Title:	Jonathan Sandelman Director
CSAC A	Name: Title: <i>cquisition</i> /s/ Paul	Charles Miles Director <i>Connecticut LLC</i> Fisher		Name: Title: /s/ Brad	Jonathan Sandelman Director I Asher
CSAC A	Name: Title: cquisition /s/ Paul Name:	Charles Miles Director <i>Connecticut LLC</i> Fisher Paul Fisher		Name: Title: /s/ Brad Name:	Jonathan Sandelman Director I Asher Brad Asher
CSAC A Attest:	Name: Title: cquisition /s/ Paul Name: Title:	Charles Miles Director <i>Connecticut LLC</i> Fisher Paul Fisher		Name: Title: /s/ Brad Name:	Jonathan Sandelman Director I Asher Brad Asher
CSAC A Attest: CSAC A CSAC A	Name: Title: cquisition /s/ Paul Name: Title: cquisition cquisition	Charles Miles Director <i>Connecticut LLC</i> Fisher Paul Fisher Vice President of Sole Member		Name: Title: /s/ Brad Name:	Jonathan Sandelman Director I Asher Brad Asher
CSAC A Attest: CSAC A CSAC A	Name: Title: cquisition /s/ Paul Name: Title: cquisition cquisition	Charles Miles Director <i>Connecticut LLC</i> Fisher Paul Fisher Vice President of Sole Member <i>PA Corp.</i>		Name: Title: /s/ Brad Name:	Jonathan Sandelman Director I Asher Brad Asher
CSAC A Attest: CSAC A CSAC A CSAC L	Name: Title: cquisition /s/ Paul Name: Title: cquisition cquisition LC	Charles Miles Director <i>Connecticut LLC</i> Fisher Paul Fisher Vice President of Sole Member <i>PA Corp.</i> <i>PA II Corp.</i>	By:	Name: Title: /s/ Brad Name: Title:	Jonathan Sandelman Director I Asher Brad Asher Manager
CSAC A Attest: CSAC A CSAC A	Name: Title: cquisition /s/ Paul Name: Title: cquisition cquisition LC /s/ Paul	Charles Miles Director <i>Connecticut LLC</i> Fisher Paul Fisher Vice President of Sole Member <i>PA Corp.</i> <i>PA II Corp.</i> Fisher		Name: Title: /s/ Brad Name: Title: /s/ Jona	Jonathan Sandelman Director I Asher Brad Asher Manager than Sandelman
CSAC A Attest: CSAC A CSAC A CSAC L	Name: Title: cquisition /s/ Paul Name: Title: cquisition cquisition LC /s/ Paul Name:	Charles Miles Director <i>Connecticut LLC</i> Fisher Paul Fisher Vice President of Sole Member <i>PA Corp.</i> <i>PA II Corp.</i> Fisher Paul Fisher	By:	Name: Title: /s/ Brad Name: Title: /s/ Jona Name:	Jonathan Sandelman Director I Asher Brad Asher Manager than Sandelman Jonathan Sandelman
CSAC A Attest: CSAC A CSAC A CSAC L	Name: Title: cquisition /s/ Paul Name: Title: cquisition cquisition LC /s/ Paul	Charles Miles Director <i>Connecticut LLC</i> Fisher Paul Fisher Vice President of Sole Member <i>PA Corp.</i> <i>PA II Corp.</i> Fisher	By:	Name: Title: /s/ Brad Name: Title: /s/ Jona	Jonathan Sandelman Director I Asher Brad Asher Manager than Sandelman
CSAC A Attest: CSAC A CSAC A CSAC L Attest:	Name: Title: cquisition /s/ Paul Name: Title: cquisition LC /s/ Paul Name: Title:	Charles Miles Director <i>Connecticut LLC</i> Fisher Paul Fisher Vice President of Sole Member <i>PA Corp.</i> <i>PA II Corp.</i> Fisher Paul Fisher	By:	Name: Title: /s/ Brad Name: Title: /s/ Jona Name:	Jonathan Sandelman Director I Asher Brad Asher Manager than Sandelman Jonathan Sandelman
CSAC A Attest: CSAC A CSAC A CSAC L	Name: Title: cquisition /s/ Paul Name: Title: cquisition LC /s/ Paul Name: Title:	Charles Miles Director Connecticut LLC Fisher Paul Fisher Vice President of Sole Member PA Corp. PA II Corp. Fisher Paul Fisher Vice President of Sole Member	By:	Name: Title: /s/ Brad Name: Title: /s/ Jona Name: Title:	Jonathan Sandelman Director I Asher Brad Asher Manager than Sandelman Jonathan Sandelman
CSAC A Attest: CSAC A CSAC A CSAC L Attest: DocHow	Name: Title: cquisition /s/ Paul Name: Title: cquisition LC /s/ Paul Name: Title: ste LLC /s/ Paul	Charles Miles Director Connecticut LLC Fisher Paul Fisher Vice President of Sole Member PA Corp. PA II Corp. Fisher Paul Fisher Vice President of Sole Member Fisher	By: By:	Name: Title: /s/ Brad Name: Title: /s/ Jona Name: Title:	Jonathan Sandelman Director I Asher Brad Asher Manager than Sandelman Jonathan Sandelman President than Sandelman
CSAC A Attest: CSAC A CSAC A CSAC L Attest: DocHow	Name: Title: cquisition /s/ Paul Name: Title: cquisition LC /s/ Paul Name: Title: see LLC	Charles Miles Director Connecticut LLC Fisher Paul Fisher Vice President of Sole Member PA Corp. PA II Corp. Fisher Paul Fisher Vice President of Sole Member	By: By:	Name: Title: /s/ Brad Name: Title: /s/ Jona Name: Title:	Jonathan Sandelman Director I Asher Brad Asher Manager than Sandelman Jonathan Sandelman President

Land of Lincoln Dispensary LLC

Attest:	/s/ Brad Asher		By:	/s/ Jonathan Sandelman	
	Name: Title:	Brad Asher Chief Financial Officer of Sole Member	_	Name: Title:	Jonathan Sandelman Executive Chair of Sole Member
	Strategies Solutions 1	MA, LLC FL, LLC			
Attest:	/s/ Charles Miles		By:	/s/ Jonathan Sandelman	
	Name:	Charles Miles	_	Name:	Jonathan Sandelman
					D' ( CO I M I
	Title:	Director of Sole Member		Title:	Director of Sole Member
<i>Parker S</i> Attest:	Solutions 1		By:		Director of Sole Member
	Solutions 1	MA, LLC	By:		
	Solutions I	MA, LLC s F. Karger	By:	/s/ Jona	than Sandelman
Attest:	Solutions 1 /s/ Loui Name:	MA, LLC s F. Karger Louis F. Karger Director of Sole Member	By:	/s/ Jona Name:	than Sandelman Jonathan Sandelman
Attest:	Solutions 1 /s/ Loui Name: Title: urals, Inc.	MA, LLC s F. Karger Louis F. Karger Director of Sole Member	By:	/s/ Jona Name: Title:	than Sandelman Jonathan Sandelman
Attest: Sira Nat	Solutions 1 /s/ Loui Name: Title: urals, Inc.	MA, LLC s F. Karger Louis F. Karger Director of Sole Member	_ `	/s/ Jona Name: Title:	than Sandelman Jonathan Sandelman Director of Sole Member

C A N N A B I S S T R A T	`EGIESACQUISITIONCORP.
Ontario Corporation No.	Numéro matricule de la personne morale en Ontario
	0 2 5 9 0 0 8 8
is a corporation incorporated, under the laws of the Province of Ontario.	est une société constituée aux termes des lois de la province de l'Ontario.
These articles of incorporation are effective on	Les présents statuts constitutifs entrent en vigueur le
JULY3	1 J U I L L E T , 2 0 1 7
	1.hh M.II
	irector/Directeur s Act/Loi sur les sociétés par actions
Request ID / <i>Demande n</i> °	Ontario Corporation Number Numéro de la compagnie en Ontario
20549871	2590088
FORM 1	FORMULE NUMÉRO 1
BUSINESS CORPORATIONS ACT	LOI SUR LES SOCIÉTÉS PAR ACTIONS
	S OF INCORPORATION UTS CONSTITUTIFS
1. The name of the corporation is: CANNABIS STRATEGIES ACQUISITION CORP.	Dénomination sociale de la compagnie:
2. The address of the registered office is:	Adresse du siège social:
199 BAY STREET COMMERCE COURT WEST (Street & Number, or R.R. Number & if Multi-Office Building give Ro (Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, num	
(Rue el numero, ou numero de la K.K. el, s a s'aga edifice a bareau, num TORONTO	ONTARIO
CANADA	M5L 1B9
(Name of Municipality or Post Office) (Nom de la municipalité ou du bureau de poste)	(Postal Code/ Code postal)
3. Number (or minimum and maximum number) of directors is: Minimum 1	Nombre (ou nombres minimal et maximal) d'administrateurs: Maximum 15
4. The first director(s) is/are:	Premier(s) administrateur(s):
First name, initials and surname Prénom, initiales et nom de famille	Resident CanadianState Yes or NoRésident CanadienOui/Non
Address for service, giving Street & No. or R.R. No., Municipality and Code	Postal Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le la municipalité et le code postal
* KAMALDEEP	YES
THINDAL	
1066 WEST HASTINGS STREET Suite 1895	
VANCOUVER BRITISH COLUMBIA CANADA V6E 3X1	

Province of Ontario Province de l'Ontario Ministry of Government Services Ministère des Services gouvernementaux

Date Report Produced: 2017/07/31 Document produit le: Time Report Produced: 15:12:39 Imprimé à:

# Certificate of Incorporation Certificat de constitution

This is to certify that

020549871

065217628

CT

Request ID: Demande n°: Transaction ID: Transaction n°:

Category ID: Catégorie:

Ceci certifie que

Page: 1

10m de

	Request ID / <i>Demande</i> n°	Ontario Corporation Number Numéro de la compagnie en Ontario	
	20549871	2590088	
5.	Restrictions, if any, on business the corporation may carry on or on powers the corporation ma	ıy exercise.	
	Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.		
	None.		
6.	The classes and any maximum number of shares that the corporation is authorized to issue:		
	Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:		
	An unlimited number of Class B shares.		
			Page: 3
		Ontario Corporation Number	- good
	Request ID / Demande n°	Numéro de la compagnie en Ontario	
	20549871	2590088	
7.	Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and dir may be issued in series:	ectors authority with respect to any class of shares which	
	Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et j d'actions que peut être émise en série:	oouvoirs des administrateurs relatifs à chaque catégorie	
	N/A		
			Page: 4
		Ontario Corporation Number	I uget i
	Request ID / Demande n°	Numéro de la compagnie en Ontario	
	20549871	2590088	
8.	The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as	follows:	
	L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lie	u, sont les suivantes:	
	None.		
		Orderic Comparation Namebox	Page: 5
	Request ID / Demande n°	Ontario Corporation Number Numéro de la compagnie en Ontario	
	20549871	2590088	
9.	Other provisions, (if any, are): Autres dispositions, s'il y a lieu:		
	None.		
			Page: 6
	Request ID / Demande n°	Ontario Corporation Number Numéro de la compagnie en Ontario	
	20549871	2590088	
		207000	
10.	The names and addresses of the incorporators are		
	Nom et adresse des fondateurs		

Full address for service or address of registered office or of principal place of business giving street & No. or R.R. No., municipality and postal code Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal

\* KAMALDEEP THINDAL

1066 WEST HASTINGS STREET Suite 1895

VANCOUVER BRITISH COLUMBIA CANADA V6E 3X1



Mailing Address: PO Box 9431 Stn Prov Govt Victoria BC V8W 9V3 www.corporateonline.gov.bc.ca

Continuation Application

Location: 2nd Floor - 940 Blanshard Street Victoria BC 1 877 526-1526

CERTIFIED COPY Of a Document filed with the Province of British Columbia Registrar of Companies



FORM 16 BUSINESS CORPORATIONS ACT Section 302

FILING DETAILS:	Continuation Application for: AYR STRATEGIES INC.
	Incorporation Number: C1210067
Filed Date and Time:	May 24, 2019 01:13 PM Pacific Time
Recognition Date and Time:	Continued into British Columbia May 24, 2019 01:13 PM Pacific Time

### CONTINUATION APPLICATION

Name Reservation Number: NR0757545 Name Reserved: AYR STRATEGIES INC.

### PREVIOUS FOREIGN JURISDICTION INFORMATION

Identifying Number in Foreign Jurisdiction:	Name in Foreign Jurisdiction:
2590088	Cannabis Strategies Acquisition Corp.
Date of Incorporation, Continuation, or Amalgamation in Foreign Jurisdiction:	Foreign Jurisdiction:
July 31, 2017	ONTARIO

C1210067 Page: 1 of 3

### Authorization for Continuation

The authorization for the continuation into BC from the foreign corporations jurisdiction was filed.

### NOTICE OF ARTICLES

### Name of Company:

AYR STRATEGIES INC.

### REGISTERED OFFICE INFORMATION

#### Mailing Address:

SUITE 1700, PARK PLACE 666 BURRARD STREET VANCOUVER BC V6C 2X8 CANADA Delivery Address: SUITE 1700, PARK PLACE 666 BURRARD STREET VANCOUVER BC V6C 2X8 CANADA

SUITE 1700, PARK PLACE

VANCOUVER BC V6C 2X8

666 BURRARD STREET

**Delivery Address:** 

CANADA

### RECORDS OFFICE INFORMATION

### Mailing Address:

SUITE 1700, PARK PLACE 666 BURRARD STREET VANCOUVER BC V6C 2X8 CANADA

### DIRECTOR INFORMATION

Last Name, First Name, Middle Name: Smith, Mark

Mailing Address: 660 BRYANT STREET DENVER CO 80204 UNITED STATES

#### Last Name, First Name, Middle Name: Miles, Charles

Mailing Address: 19TH FLOOR - 6 E 45TH STREET NEW YORK NY 10017 UNITED STATES

### Last Name, First Name, Middle Name: Burggraeve, Chris

### Mailing Address:

347 E. 57TH STREET, PHA NEW YORK NY 10019 UNITED STATES Delivery Address: 660 BRYANT STREET DENVER CO 80204

UNITED STATES

Delivery Address: 19TH FLOOR - 6 E 45TH STREET NEW YORK NY 10017 UNITED STATES

### Delivery Address: 347 E. 57TH STREET, PHA

NEW YORK NY 10019 UNITED STATES

C1210067 Page: 2 of 3

#### Last Name, First Name, Middle Name: Karger, Louis F,

Mailing Address:

SUITE 7700 - 300 TRADE CENTER WOBURN MA 01801 UNITED STATES

#### Last Name, First Name, Middle Name: Menzies, Steve

### Mailing Address:

SUITE 120 - 1220 S COMMERCE STREET LAS VEGAS NV 89102 UNITED STATES

### Delivery Address: SUITE 7700 - 300 TRADE CENTER WOBURN MA 01801 UNITED STATES

Delivery Address: SUITE 120 - 1220 S COMMERCE STREET LAS VEGAS NV 89102 UNITED STATES

### Last Name, First Name, Middle Name: Sandelman, Jonathan

#### Mailing Address:

SUITE 26 - 540 MADISON AVE. NEW YORK NY 10022 UNITED STATES Delivery Address: SUITE 26 - 540 MADISON AVE. NEW YORK NY 10022 UNITED STATES

### AUTHORIZED SHARE STRUCTURE

1. No Maximum

Multiple Voting Shares

Without Par Value

With Special Rights or Restrictions attached

\_\_\_\_\_

2. No Maximum Subordinate Voting Shares

Without Par Value

With Special Rights or Restrictions attached

C1210067 Page: 3 of 3



Mailing Address: PO Box 9431 Stn Prov Govt Victoria BC V8W 9V3 www.corporateonline.gov.bc.ca Location: 2nd Floor - 940 Blanshard Street Victoria BC 1 877 526-1526

CERTIFIED COPY Of a Document filed with the Province of British Columbia Registrar of Companies

**Notice of Articles** 



BUSINESS CORPORATIONS ACT

CAROL PREST

This Notice of Articles was issued by the Registrar on: February 12, 2021 09:32 AM Pacific Time

Incorporation Number: C1210067

Recognition Date and Time: Continued into British Columbia on May 24, 2019 01:13 PM Pacific Time

### NOTICE OF ARTICLES

### Name of Company:

AYR WELLNESS INC.

### **REGISTERED OFFICE INFORMATION**

### Mailing Address:

SUITE 1700, PARK PLACE 666 BURRARD STREET VANCOUVER BC V6C 2X8 CANADA

### **RECORDS OFFICE INFORMATION**

Mailing Address:

SUITE 1700, PARK PLACE 666 BURRARD STREET VANCOUVER BC V6C 2X8 CANADA

**Delivery Address:** SUITE 1700, PARK PLACE 666 BURRARD STREET VANCOUVER BC V6C 2X8 CANADA

**Delivery Address:** SUITE 1700, PARK PLACE 666 BURRARD STREET VANCOUVER BC V6C 2X8 CANADA

Page: 1 of 3

### DIRECTOR INFORMATION

### Last Name, First Name, Middle Name: Menzies, Steve

Mailing Address: SUITE 120 - 1220 S COMMERCE STREET LAS VEGAS NV 89102 UNITED STATES

#### Last Name, First Name, Middle Name: Sandelman, Jonathan

Mailing Address: SUITE 26 - 540 MADISON AVE. NEW YORK NY 10022 UNITED STATES

Last Name, First Name, Middle Name: Burggraeve, Chris

#### Mailing Address:

347 E. 57TH STREET, PHA NEW YORK NY 10019 UNITED STATES

### Last Name, First Name, Middle Name: Miles, Charles

### Mailing Address:

19TH FLOOR - 6 E 45TH STREET NEW YORK NY 10017 UNITED STATES

#### Last Name, First Name, Middle Name: Isaacson, Glenn Howard

### Mailing Address:

26TH FLOOR, 590 MADISON AVENUE NEW YORK NY 10022 UNITED STATES

Last Name, First Name, Middle Name: Karger, Louis F,

### Mailing Address:

SUITE 7700 - 300 TRADE CENTER WOBURN MA 01801 UNITED STATES Delivery Address: SUITE 120 - 1220 S COMMERCE STREET LAS VEGAS NV 89102 UNITED STATES

Delivery Address: SUITE 26 - 540 MADISON AVE. NEW YORK NY 10022 UNITED STATES

# Delivery Address:

347 E. 57TH STREET, PHA NEW YORK NY 10019 UNITED STATES

### Delivery Address:

19TH FLOOR - 6 E 45TH STREET NEW YORK NY 10017 UNITED STATES

Delivery Address: 26TH FLOOR, 590 MADISON AVENUE NEW YORK NY 10022 UNITED STATES

Delivery Address: SUITE 7700 - 300 TRADE CENTER WOBURN MA 01801 UNITED STATES

Page: 2 of 3

### **RESOLUTION DATES:**

Date(s) of Resolution(s) or Court Order(s) attaching or altering Special Rights and Restrictions attached to a class or a series of shares:

November 4, 2020

No Maximum	Multiple Voting Shares	Without Par Value
		With Special Rights or Restrictions attached
No Maximum	Subordinate Voting Shares	Without Par Value
		With Special Rights or Restrictions attached
No Maximum	Restricted Voting Shares	Without Par Value
		With Special Rights or Restrictions attached
No Maximum	Limited Voting Shares	Without Par Value
		With Special Rights or Restrictions attached
	No Maximum No Maximum	No Maximum Subordinate Voting Shares No Maximum Restricted Voting Shares

Page: 3 of 3



Innovation, Science and

Innovation, Sciences et Economic Development Canada Développement économique Canada **Corporations** Canada

#### **Certificate of Incorporation**

**Canada Business Corporations Act** 

Certificat de constitution

Loi canadienne sur les sociétés par actions

Ayr Wellness Canada Holdings Inc.

Corporate name / Dénomination sociale

1547772-7

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, of which are attached, is incorporated under the Canada Business Corporations Act. est constituée en vertu de la Loi canadienne sur les sociétés par actions.

/s/ Hantz Prosper

Hantz Prosper

Director / Directeur

2023-10-27

Date of Incorporation (YYYY-MM-DD) Date de constitution (AAAA-MM-JJ)

# Canada



Innovation, Science and

Corporations Canada

Innovation, Sciences et Economic Development Canada Développement économique Canada **Corporations** Canada

> Form 1 **Articles of Incorporation** Canada Business Corporations Act (s. 6)

Formulaire 1 Statuts constitutifs Loi canadienne sur les sociétés par actions (art. 6)

Corporate name Dénomination sociale Ayr Wellness Canada Holdings Inc. 2 The province or territory in Canada where the registered office is situated La province ou le territoire au Canada où est situé le siège social ON The classes and any maximum number of shares that the corporation is authorized to issue 3 Catégories et le nombre maximal d'actions que la société est autorisée à émettre An unlimited number of common shares 4 Restrictions on share transfers Restrictions sur le transfert des actions See attached schedule / Voir l'annexe ci-jointe 5 Minimum and maximum number of directors Nombre minimal et maximal d'administrateurs Min. 1 Max. 10 6 Restrictions on the business the corporation may carry on Limites imposées à l'activité commerciale de la société None Other Provisions 7 Autres dispositions See attached schedule / Voir l'annexe ci-jointe 8 Incorporator's Declaration: I hereby certify that I am authorized to sign and submit this form. Déclaration des fondateurs : J'atteste que je suis autorisé à signer et à soumettre le présent formulaire. Name(s) - Nom(s) Original Signed by - Original signé par R. Andrew Scott R. Andrew Scott R. Andrew Scott

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Canada

IC 3419 (2008/04)

Schedule / Annexe

#### Restrictions on Share Transfers / Restrictions sur le transfert des actions

Shares of the Corporation may not be transferred unless:

(a) in any case where there is a unanimous shareholders' agreement that is in effect and that contains restrictions on the transfer of shares of the Corporation, such restrictions on transfer are complied with; or

(b) if Section 4(a) is not applicable, the restrictions on the transfer of securities of the Corporation contained in section 7 of these Articles (entitled 'Other provisions, if any') are complied with.

#### Schedule / Annexe

#### **Other Provisions / Autres dispositions**

1. Securities of the Corporation, other than non-convertible debt securities, may not be transferred unless:

(i) the consent of the directors of the Corporation is obtained; or (ii) the consent of shareholders holding more than 50% of the shares entitled to vote at such time is (a) obtained; or

(b) in the case of securities, other than shares, which are subject to restrictions on transfer contained in a security holders' agreement, such restrictions on transfer are complied with.

The consent of the directors or the shareholders for the purposes of this section is evidenced by a resolution of the directors or shareholders, as the case may be, or by an instrument or instruments in writing signed by all of the directors, or shareholders holding more than 50% of the shares entitled to vote at such time, as the case may be.

2. The directors of the Corporation may appoint one or more directors of the Corporation but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders of the Corporation. Any directors of the Corporation appointed pursuant to the previous sentence shall hold office for a term expiring not later than the close of the next annual meeting of shareholders.



Innovation. Science and

Corporations Canada

Innovation, Sciences et Economic Development Canada Développement économique Canada Corporations Canada

> Form 2 **Initial Registered Office Address** and First Board of Directors Canada Business Corporations Act (CBCA) (s. 19 and 106)

Formulaire 2 Siège social initial et premier conseil d'administration Loi canadienne sur les sociétés par actions (LCSA) (art. 19 et 106)

1	Compared and		
1	Corporate name		
	Dénomination sociale		
	Ayr Wellness Canada Holdings Inc.		
2	Address of registered office		
	Adresse du siège social		
	199 Bay Street		
	Suite 5300 Commerce Court West		
	Toronto ON M5L 1B9		
3	Additional address		
-	Autre adresse		
4	Members of the board of directors		
	Membres du conseil d'administration		

5

Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form. Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par R. Andrew Scott
R. Andrew Scott 416-788-5910

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

# Canada

IC 2904 (2008/04)

Electronic Articles of Organization For Florida Limited Liability Company L17000257665 FILED 8:00 AM December 18, 2017 Sec. Of State crico

Article I

The name of the Limited Liability Company is:

242 CANNABIS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

811 POINCIANA DRIVE FORT LAUDERDALE, FL. 33301

The mailing address of the Limited Liability Company is:

2300 E LAS OLAS BL VD 5TH FLR FORT LAUDERDALE, FL. 33301

#### Article III

Other provisions, if any:

THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED IN THIS ST ATE.

#### Article IV

The name and Florida street address of the registered agent is:

COGENCY GLOBAL INC. 115 NORTH CALHOUN STREET SUITE 4 TALLAHASSEE, FL. 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: BIBIANN M. CONCAILDI

L17000257665 FILED 8:00 AM December 18, 2017 Sec. Of State crico

Article V

The name and address of person(s) authorized to manage LLC:

Title: MGR CATHERINE DEFRANCESCO 811 POINCIANA DRIVE FORT LAUDERDALE, FL. 33301

Article VI

The effective date for this Limited Liability Company shall be:

12/18/2017

Signature of member or an authorized representative

Electronic Signature: VICTORIA SUTKOWSKI, AUTHORIZED REP

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

### **Business Entity - Filing Acknowledgement**

07/31/2019

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2019073100407-20465 20190071380 Articles of Organization 7/31/2019 8:45:00 AM 1

**Indexed Entity Information:** 

Entity ID: E0713812019-3

Entity Status: Active

Entity Name: AYR NJ, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, LAS VEGAS, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevske

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Commercial Recording Division 202 N. Carson Street

	BARBARA K. CEGAVSKE iecretary of State 02 North Carson Street arson City, Nevada 89701-4201 775) 684-5708 Vebsite: www.nvsos.gov	Bachara K. Secretary State Of Nevada	Eling Number 20190071380 Filed On 7/31/2019 8:45:00 AM Number of Pages 1 1 *050106*
Limited	es of Organization -Liability Company INT TO NRS CHAPTER 86)		
USE BLACK INK ONLY - DO	NOT HIGHLIGHT	48	OVE SPACE IS FOR OFFICE USE ONLY
1. Name of Limited- Liability Company: (must contain approved limited-liability company wording; see instructions)	AYR NJ, LLC	Ch Se	teck box if a Check box if a rise Limited- rise Limited- Restricted Limited- tity Company Liability Company
2. Registered Agent for Service of Process: (check anly one box)		B Office or Po (name and	osition with Entity address below)
	Name of Noncommercial Registered Agent OR Name Street Address	of Title of Office or Other Posit	llon with Enility Nevada Zip Code Nevada
3. Dissolution	Mailing Address (if different from street address) Latest date upon which the company is to dissolve	City	Zip Code
Date: (optional) 4. Management: (required)	Company shall be managed by: Manag	er(s) OR	Member(s)
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) Jonathan Sandelman Name 590 Madison Ave., 26th Fl. Street Address	(check only one box)	NY 10022 State Zip Code
	2)		
	3) Name	City	State Zlp Code
	Street Address	City	State Zip Code
Organizer: (attach	i declare, to the best of my knowledge under penalty of perju that pursuant to NRS 239.330, it is a category C felony to kno the Secretary of State. Deborah E. Kalstek, Paralegal Name	ry, that the information contained wingly offer any faise or forged in X / White All All All All All All All All All Al	d herein is correct and acknowledge nstructed for filing in the Office of
	c/o Hodgson Russ LLP, 140 Pearl St., Ste. 100	Buffalo City	NY 14202 State Zip Code
Acceptance of Appointment of	hereby accept appointment as Registered Agent for the he Articles of Organization, submit a separate signed Reg X	above named Entity. If the reg gistered Agent Acceptance form Nichols, Special Secreta	istered agent is unable to sign n.
	Authorized Signature of Registered Agent or On Beha panied by appropriate fees.		Date evada Secretary of State NRS 88 DLLC

BARBARA K. CEGAVSKE Secretary of State

**KIMBERLEY PERONDI** Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

07/31/2019

## **Business Entity - Filing Acknowledgement**

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s):

W2019073100407-20466 20190071397 Initial List 7/31/2019 8:45:00 AM 1

**Indexed Entity Information:** 

Entity ID: E0713812019-3

Entity Status: Active

Entity Name: AYR NJ, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, LAS VEGAS, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

**Commercial Recording Division** 202 N. Carson Street

NAME OF LIMITED-LIABILITY COMPANY		
FOR THE FILING PERIOD OF		
USE BLACK INK ONLY - DO NOT HIGHLIGHT	100403*	
Return one file stamped copy. (If filing not accomp file stamped copy will be sent to registered agent.)	panied by order instructions,	
IMPORTANT: Read instructions before completing and return	ming this form	
<ol> <li>Print or type names and addresses, either residence or business, fo members. A Manager, or if none, a Managing Member of the LLC BE RETURNED IF UNSIGNED.</li> </ol>	or all manager or managing C must algo the form. FORM WILL	
2. If there are additional managers or managing members, attach a list	t of them to this form.	
<ol> <li>Return completed ferm with the fee of \$150,00. A \$75,00 penalty m form by the deadline. An annual list received more than 90 days bel an amanded list for the previous year.</li> </ol>	fore its due date shall be deemed ABOVE SPACE IS FOR OFFICE USE (	ONLY
<ol> <li>State business license fee is \$200.00. Effective 2/1/2010, \$100.00 n</li> <li>Make your check payable to the Secretary of State.</li> </ol>	must be added for failure to file form by deadline.	
6. Ordering Cooles: If mounsted above one file stamped enound be	Filed in the Office of Business Number E0713812019-3	
accompany your order.	generated when ordering 2 or more file Dalhara K. Legenste Filing Number	
<ol> <li>Return the completed form to: Secretary of State, 202 North Carson</li> <li>Form must be in the possession of the Secretary of State on or before received after due data will be rothered for additional form of the secretary of State on or before</li> </ol>	Street, Carson City, Nevada 89701-420 Secretary Filed On	
the account of the sale will be relation for accountaillees and penalt	Number of Pages	
ANNUAL LIST FILING FEE: \$150.00 LATE PENALTY: \$75.00 (if film	ng late) BUSINESS LI	BARL/
CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION		
attach the Declaration of Eligibility form will result in rejec	of Eligibility form must be attached. Failure to ction, which could result in late fees.	-
	MANAGER OR MANAGING MEMBER	-
NAME Jonathan Sandelman	ction, which could result in late fees.	
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NAME Jonathan Sandelman ADDRESS S90 Madison Avc., 26th Fl. NAME INDRESS AME CORESS AME CORESS AME CORESS AME CORESS	Ction, which could result in late fees.         MANAGER OR MANAGING MEMBER         CitY       STATE       ZIP CODE         New York       NY       10022         MANAGER OR MANAGING MEMBER         CitY       STATE       ZIP CODE         MANAGER OR MANAGING MEMBER       STATE       ZIP CODE         MANAGER OR MANAGING MEMBER       CitY       STATE       ZIP CODE         Manager or managing members has been identified with the fraudulent intent of concealing ity of a manager or managing member in furtherance of any unlawful conduct.       The or fling in the Office of the Secretary of State.         Titlo       Date       OT/50/2010       Date	
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# NEVADA STATE BUSINESS LICENSE

## AYR NJ, LLC

## Nevada Business Identification # NV20191529064 Expiration Date: 07/31/2020

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B20190731125222 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 07/31/2019.

Barbara K. Cegerste

BARBARA K. CEGAVSKE Secretary of State



# **DOMESTIC LIMITED-LIABILITY COMPANY (86) CHARTER**

I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that **AYR NJ, LLC** did, on 07/31/2019, file in this office the original ARTICLES OF ORGANIZATION that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.



Certificate Number: B20190731125202 You may verify this certificate online at <u>http://www.nvsos.gov</u> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 07/31/2019.

C

Barbara K. Cegarste

BARBARA K. CEGAVSKE Secretary of State

# 

DATE 10/29/2021 DOCUMENT ID DESCRIPTION 202130201246 DOMESTIC FOR PROF ORG (LCP)

DESCRIPTION DOMESTIC FOR PROFIT LLC - ARTICLES OF FILING EXPED 99.00 300.00

CERT COPY 0.00 0.00

Receipt

This is not a bill. Please do not remit payment.

NATIONAL SERVICE INFORMATION, INC. 145 BAKER STREET MARION, OH 43302

# STATE OF OHIO CERTIFICATE

## **Ohio Secretary of State, Frank LaRose**

4766713

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

#### AYR OHIO LLC

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC FOR PROFIT LLC - ARTICLES OF ORG Effective Date: 10/29/2021 Document No(s): 202130201246



United States of America State of Ohio Office of the Secretary of State Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 29th day of October, A.D. 2021.

Frank Johne

**Ohio Secretary of State** 



Date Electronically Filed: 10/29/2021 Toll Free: 877.767.3453 | Central Ohio: 614.466.3910 <u>OhioSoS.gov</u> | <u>business@OhioSoS.gov</u> File online or for more information: <u>OhioBusinessCentral.gov</u>

# Articles of Organization for a Domestic Limited Liability Company Filing Fee: \$99

Form Must Be Typed

CHECK ONLY ONE (1) BOX

 Articles of Organization for Domestic
 For-Profit Limited Liability Company (115-LCA)  Articles of Organization for Domestic
 Nonprofit Limited Liability Company (115-LCA)

No	
Name of Limi	ted Liability Company AYR Ohio LLC
	(Name must include one of the following words or abbreviations: "limited liability company", "limited", "LLC", "L.L.C.", "Itd.", or "Itd".)
Optional:	Effective Date (MM/DD/YYYY) 10/29/2021 (The legal existence of the limited liability company begins upon the filing of the articles or on a later date
	specified that is not more than ninety days after filing.)
Optional:	This limited liability company shall exist for
	Period of Existence
Optional:	Purpose
	onprofit LLCs
	ary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax c. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit limited
	pany secures the proper state and federal tax exemptions. These agencies may require that a purpose clause
be provided	1. **

533A

	Original Appointment of Statutory Ag	jent	
The undersigned au	thorized member(s), manager(s) or representative(s) of		
AYR Ohio LLC			
	(Name of Limited Liability Company)		
	e following to be Statutory Agent upon whom any process, notice ed upon the corporation may be served. The complete address o		ired or permitted by
CORPORAT	E CREATIONS NETWORK INC.		
(Name of Statuto	ory Agent)		
119 E. COUF	RT STREET		
(Mailing Address	3)		
CINCINNATI		ОН	45202
(Mailing City)		(Mailing State)	(Mailing ZIP Code)
	Acceptance of Appointment		
The Undersigned,	CORPORATE CREATIONS NETWORK INC.		, named herein as the
	(Name of Statutory Agent)		• 65%
Statutory agent for	AYR Ohio LLC		
	(Name of Limited Liability Company)		
hereby acknowledge	es and accepts the appointment of statutory agent for said limited	l liability compan	ıy.
Statutory Agent Sign	NICHOLAS NICHOLS, SPECIAL SECRETARY		
	(Individual Agent's Signature / Signature on Behalf of Business Serving	as Agent)	

533A

Last Revised: 06/2019

By signing and submitting this form has the requisite authority to execu	to the Ohio Secretary of State, the undersigned hereby certifies that he or she te this document.
Required	SEE ATTACHED
Articles and evisional	Signature
Articles and original appointment of agent must	Signature
be signed by a member, manager or other representative.	DEBORAH E. KALSTEK, PARALEGAL/AUTH. AGENT
of other representative.	By (if applicable)
If the authorized representative	
is an individual, then they	
must sign in the "signature" box and print his/her name	
in the "Print Name" box.	Print Name
If the authorized representative is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.	Signature By (if applicable) Print Name
	Signature By (if applicable)
	Print Name

						nt of Statu				
The undersigned a	uthorized	d mer	nber(s), ma	anager(	s) or represe	entative(s) of				
AYR Ohio LLC										
				(N	ame of Limited	Liability Compa	ny)			
hereby appoint the statute to be serve	ne followir ved upon	ing to the c	be Statutor corporation	ry Agen may be	t upon whor served. The	n any proces e complete ad	s, notice Idress o	e or demand red f the agent is:	quired	or permitted by
Corporate Cro	eations Ne	etwork	c Inc.							
(Name of Statu	tory Agent)	)								
119 E. Court	Street									
(Mailing Addres	s)									
Cincinnati								он		45202
(Mailing City)								(Mailing State)		(Mailing ZIP Code)
				Accep	ptance of	Appointm	ent			
The Undersigned,	Corporat	ite Cre	ations Netw	ork Inc.					7	med herein as the
	(Name of	f Statut	ory Agent)						_ , na	ned herein as the
Statutory agent for	AYR Oh									
	(Name of	Limite	d Liability Con	npany)						
ereby acknowledge	es and ac	ccepts	s the appoir	ntment	of statutory a	agent for said	limited	liability compar	ıy.	
		~5	4-22	~	Nicholas	Nichols, Spec	ial Secre	tarv		
Statutory Agent Sign	lature		1			-,				

533A OH067 - 7/24/2019 Wolters Kluwer Online

Page 3 of 6

Last Revised: 06/2019

Required	Miland P 16 1.1-1
	Man C. Martis
Articles and original	Signature
appointment of agent must	
be signed by a member, manager	
or other representative.	
	By (if applicable)
f the authorized representative	,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
s an individual, then they	
nust sign in the "signature"	Deborah E. Kalstek, Paralegal/Auth. Agent
pox and print his/her name	
n the "Print Name" box.	Print Name
f the authorized representative	
s a business entity, not an	
ndividual, then please print	
he entity name in the	
signature" box, an	Signature
authorized representative	
of the business entity	
nust sign in the "By" box	
and print his/her name and	By (if applicable)
itle/authority in the Print Name" box.	
Phint Name" box.	
	Print Name
	Signature
	By (if applicable)
	By (if applicable) Print Name

533A

OH067 - 7/24/2019 Wolters Kluwer Online

Page 4 of 6

Last Revised: 06/2019

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

### **Business Entity - Filing Acknowledgement**

03/05/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021030501445-1175905 20211288004 Articles of Organization 3/5/2021 10:35:00 AM 2

#### Indexed Entity Information:

Entity ID: E12880052021-7

Entity Status: Active

Entity Name: AYR Wellness Holdings LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevske

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Commercial Recording Division 202 N. Carson Street

S 24 C C	ARBARA K. CEGAVSKE ecretary of State 22 North Carson Street arson City, Nevada 89701-4201 (75) 684-5708 febsite: www.nvsos.gov www.nvsilverflume.gov	Secretary of S State Of Neva	da	Filed On 3/5/2021 10:35:00 AM Number of Pages 2 CE IS FOR OFFICE USE ONLY
Fo	rmation - Limite	d-Liability Co	omp	anv
NRS	Addatas of Course 1 12	NRS 86 544 - Registration of	of	
	Articlas of Organization	Foreign Limite	f Professiona	I
TYPE OR PRINT - USE DARK	INK ONLY - DO NOT HIGHLIGHT	Foreign Limite	d-Liability Co	ompany
1. Name Being	a: AYR Wellness Holdings LLC			
2. Foreign Entity Name: (Name in home jurisdiction)				
3. Jurisdiction of Formation: (Foreign	3a) Jurisdiction of formation:		3b) Date	formed:
Limited-Liability Companies)	3c) I declare this entity is in good star	nding in the jurisdiction of its form	mation.	
4. Registered Agent for Service of Process*: (Check only	Commercial Registered Agent:(name only below)	Noncommercial Registered Agent (name and address below)		ice or Position with Entity title and address below)
one bax)	Corporate Creations Network Name of Registered Agent OR Title of Office			
	Hame of Registered Agent OR The of Office	e or Position with Entity		
	Street Address	City		Nevada
				Zip Code Nevada
	Mailing Address (if different from street addre	ess) City		Zip Code
4a. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registe unable to sign the Articles of Incorporation X Authorized Signature of Registered Agent or	Dn, submit a separate signed Reg Danielle Gossman, Special Secretar	istered Ager y	egistored agent is nt Acceptance form. 03/05/2021 Date
5. Management:				
Domestic Limited-Liability Companies only)	Company shall be managed by: (che	k one box) X Manager(s)	DR 🗌	Member(s)
6. Name and Address of each Manager(s)or	1) Jonathan Sandelman		Unite	d States
Managing Member(s):	Name		Country	an internet and internet and
NRS 86 and NRS 86.544, see Instructions)	590 Madison Ave., 26th FI.	New York		NY 10022
ame and Address of	Street Address	City		State Zip/Postal Code
he Original Manager(s) and	2)			
Member(s): (NRS 89, see	Name		Country	
MPORTANT: A certificate from the	Street Address			
regulatory board must be	3)	City	5	State Zip/Postal Code
individual Is licensed at the time of filing.	Name		J	
			Country	
	Street Address	City		tate Zip/Postal Code
2. Dissolution Date: Domesticonly)	Latest date upon which the company is			China Shin Carall Code
This form must be see			- L_	
This form must be accompa	anied by appropriate fees.			Page 1 of 2 Revised: 1/1/2019

	ty, Nevada 89701-4201 (775) 44-5708 ebsite: www.nvsos.gov www.nvsilverflume.gov		mation - bility Company <sup>nued, Page 2</sup>
Profession to be racticed: (NRS 89 only)			
). Series and/or Restricted Limited- Liability Company: Optional)	Check box if a Series Limited- Liability Company	The Limited-Liability	ability Company's only: Company Is a Restricted bility Company
0 Records Dffice: <sup>5</sup> oreign Limited-Liability ompanies)	Address Country	City	State Zip Code
1. Street Address f Principal Office: Foreign Limited-Liability formpanies)	Address Country	City	State Zip Code
2. Name, Address nd Signature of the irganizer: IRS 86. NRS 89 -Each rganizer must be a ensed professional.) ame and Signature	cannot be found or served with is hereby appointed as the Age I declare, to the best of my kno herein is correct and acknowle	laced or the agent's authority n exercise of reasonable dilig ent for Service of Process. weldge under penalty of perj dge that pursuant to NRS 23	nated Agent for Service of has been revoked or the agent ence, then the Secretary of State ury, that the information contained 9.330, it is a category C felony to e Office of the Secretary of State.
f Manager or ember: RS 86.544 only)	Deborah E. Kalstek, c/o I		United States
e instructions	140 Pearl St., Ste. 100 Address X_Wilbuch ?. /	Buffalo, halstat	NY     14202       State     Zip/Postal Code       (attach additional page if necessary)
<u>AN INITIAL</u>	LIST OF OFFICERS		



# **DOMESTIC LIMITED-LIABILITY COMPANY (86) CHARTER**

I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that **AYR Wellness Holdings LLC** did, on 03/05/2021, file in this office the original ARTICLES OF ORGANIZATION that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.



Certificate Number: B202103051488493 You may verify this certificate online at <u>http://www.nvsos.gov</u> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 03/05/2021.

Barbara K. Cegarste

BARBARA K. CEGAVSKE Secretary of State

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

## **Business Entity - Filing Acknowledgement**

03/05/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021030501445-1175906 20211288011 Initial List 3/5/2021 10:35:00 AM 2

Indexed Entity Information:

Entity ID: E12880052021-7

Entity Status: Active

Entity Name: AYR Wellness Holdings LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Commercial Recording Division 202 N. Carson Street

## DocuSign Envelope ID: A938413C-18CD-4163-92D9-E95A501B2FA1

Statement of the
LEVADA .

BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> Wwbsite: <u>www.nvsos.gov</u>

# Initial List and State Business License Application

Initial List of Officers, Managers, Members, General Part	ners, Managing Partr	ers, or Trustees:
AYR Wellness Holdings LLC		
NAME OF ENTITY		
TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGH	т	
IMPORTANT: Read instructions before completing and returning this form.		
Please indicate the entity type (check only one):		175 - 57 - 1
Corporation	Filed in the Office of	Business Number E12880052021-7
This corporation is publicly traded, the Central Index Key number is:	Barbara K. Cegerste	Filing Number 20211288011
	Secretary of State State Of Nevada	Filed On 3/5/2021 10:35:00 AM
Nonprofit Corporation (see nonprofit sections below)		Number of Pages 2
Iimited-Liability Company		
Limited Partnership		
Limited-Liability Partnership		
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Limited-Liability Partnership Limited-Liability Limited Partnership (If formed at the same time as the Limited Partnershi Business Trust	p)	
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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> <u>www.nvsilverflume.gov</u>

# Initial List and State Business License Application - Continued

CORPORATION, INDICATE THE PRESIDE	NT, OR EQUIVALENT OF:	Title:	Mana	ger	
Jonathan Sandelman				United §	States
Name	P.114		d	Country	luitoo
590 Madison Ave., 26th Fl.	New Yo	rk		N	10022
Address	City			Stat	e Zip/Postal Code
CORPORATION, INDICATE THE SECRETAR	RY, OR EQUIVALENT OF:	Title:			
				[	
Name				Country	
Address	City			State	Zip/Postal Code
CORPORATION, INDICATE THE TREASURE	R, OR EQUIVALENT OF:	Title:		1 ( ) - 2 ( ) - 4 ( ) ( ) - 7 ( ) - 4 (	
				1	1
lame				Country	
ddress					
	City			State	Zip/Postal Code
CORPORATION, INDICATE THE DIRECTOR:					
lame				Country	
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ddress one of the officers or directors identified in the e identity of any person or persons exercising nduct. eclare, to the best of my knowledge under pen knowledge that pursuant to NRS 239.330, it is the Office of the Secretary of State.	list of officers has been iden the power or authority of an	officer or	director	State dulent inter in furtherar	t of concealing ce of any unlawfu
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# NEVADA STATE BUSINESS LICENSE

## **AYR Wellness Holdings LLC**

## Nevada Business Identification # NV20212034468 Expiration Date: 03/31/2022

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202103051488504 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 03/05/2021.

Barbara K. Cegenste

BARBARA K. CEGAVSKE Secretary of State

#### NEW JERSEY DEPARTMENT OF THE TREASURY DIVISION OF REVENUE AND ENTERPRISE SERVICES

#### CERTIFICATE OF FORMATION

#### GSD NJ LLC 0450486944

The above-named DOMESTIC LIMITED LIABILITY COMPANY was duly filed in accordance with New Jersey State Law on 05/04/2020 and was assigned identification number 0450486944. Following are the articles that constitute its original certificate.

#### 1. Name:

GSD NJ LLC

- 2. Registered Agent: AARON JASON EPSTEIN
- Registered Office: 950 US HIGHWAY 1 NORTH WOODBRIDGE, NEW JERSEY 07095

#### 4. Business Purpose:

TO PROVIDE MANAGEMENT, ADVISORY, AND CONSULTING SERVICES; OPERATE STATE-LICENSED REGULATED CANNABIS ALTERNATIVE TREATMENT CENTERS; MANUFACTURE, CULTIVATE, AND DISPENSE MEDICAL CANNABIS; CONDUCT PHARMACOLOGICAL RESEARCH; AND ALL OTHER PURPOSES PERMITTED BY LAW. +

#### 5. Duration:

PERPETUAL

 Effective Date of this Filing is: 05/04/2020

## 7. Members/Managers:

STRATEGIC HEALTHCARE INITIATIVES LLC PO BOX 1 JERSEY CITY, NEW JERSEY 07303-0001

AARON J. EPSTEIN 26 SCARLET OAK ROAD FLEMINGTON, NEW JERSEY 08822

PAUL A. HIGDON 11310 LAKE SHORE DRIVE COOPER CITY, FLORIDA 33026

DAVID J. WEISSER 1134 SOUTH BISCAYNE POINT ROAD MIAMI BEACH, FLORIDA 33141

MICHAEL H. WEISSER DESCENDANT'S TRUST 20155 NE 38TH CT, STE 201 AVENTURA, FLORIDA 33180

MICHAEL H. WEISSER 20155 NE 38TH CT, STE 201

Continued on next page ...

Page 1 of 2

#### NEW JERSEY DEPARTMENT OF THE TREASURY DIVISION OF REVENUE AND ENTERPRISE SERVICES

### CERTIFICATE OF FORMATION

### GSD NJ LLC 0450486944

AVENTURA, FLORIDA 33180

 Main Business Address: 950 US HIGHWAY 1 NORTH WOODBRIDGE, NEW JERSEY 07095

> Signatures: DANIELLE ALVAREZ WOLF AUTHORIZED REPRESENTATIVE



Certificate Number : 4101711553 Verify this certificate online at https://wwwl.state.nj.us/TYTR\_StandingCert/JSP/Verify\_Cert.jsp IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal 4th day of May, 2020

Shupp Mum

Elizabeth Maher Muoio State Treasurer

Page 2 of 2

New Jersey Division of Revenue & Enterprise Services Certificate Of Amendment NJSA 42:2C-19 New Jersey Limited Liability Company Act

Validation Number: 4185410242 09/27/22 15:49:02

Verify this certificate online at https://www1.state.nj.us/TYTR\_StandingCert/JSP/Verify\_Cert.jsp

This Limited Liability Company filed with the Division of Revenue and Enterprise Services to amend its Certificate of Formation. The filer is responsible for ensuring strict compliance with NJSA 42:2C, the Revised Uniform New Jersey Limited Liability Company Act.

1. Name of Limited Liability Company: GSD NJ LLC

- 2. Business ID Number: 0450486944
- 3. Amendments:

Article 1, Business Name is amended as follows:

Previous Name: GSD NJ LLC Amended Name: AYR WELLNESS NJ, LLC

The undersigned represent(s) that this filing complies with State law as detailed in NJSA 42:2C and that they are authorized to sign this form on behalf of the NJ Limited Liability Company on September 27, 2022.

#### Signature

JENNIFER DRAKE

New Jersey Division of Revenue & Enterprise Services Certificate Of Amendment NJSA 42:2C-19 New Jersey Limited Liability Company Act

Validation Number: 4205765141 04/24/23 16:13:57

Verify this certificate online at https://wwwl.state.nj.us/TYTR\_StandingCert/JSP/Verify\_Cert.jsp

This Limited Liability Company filed with the Division of Revenue and Enterprise Services to amend its Certificate of Formation. The filer is responsible for ensuring strict compliance with NJSA 42:2C, the Revised Uniform New Jersey Limited Liability Company Act.

1. Name of Limited Liability Company: AYR WELLNESS NJ, LLC

- 2. Business ID Number: 0450486944
- 3. Amendments:

Article 7, the Members are amended to the following:

JONATHAN SANDELMAN, MEMBER 2601 SOUTH BAYSHORE DRIVE SUITE 900 MIAMI, FL 33133

CHARLES MILES, MEMBER 2601 SOUTH BAYSHORE DRIVE SUITE 900 MIAMI, FL 33133

The undersigned represent(s) that this filing complies with State law as detailed in NJSA 42:2C and that they are authorized to sign this form on behalf of the NJ Limited Liability Company on April 24, 2023.

#### Signature

JONATHAN SANDELMAN

New Jersey Division of Revenue & Enterprise Services Certificate Of Amendment NJSA 42:2C-19 New Jersey Limited Liability Company Act

Validation Number: 4206936337 05/04/23 10:55:51

Verify this certificate online at https://www1.state.nj.us/TYTR\_StandingCert/JSP/Verify\_Cert.jsp

This Limited Liability Company filed with the Division of Revenue and Enterprise Services to amend its Certificate of Formation. The filer is responsible for ensuring strict compliance with NJSA 42:2C, the Revised Uniform New Jersey Limited Liability Company Act.

1. Name of Limited Liability Company: AYR WELLNESS NJ, LLC

- 2. Business ID Number: 0450486944
- 3. Amendments:

Article 7, the Members are amended to the following:

JONATHAN SANDELMAN, MANAGER 2601 SOUTH BAYSHORE DRIVE SUITE 900 MIAMI, FL 33133

CHARLES MILES, MANAGER 2601 SOUTH BAYSHORE DRIVE SUITE 900 MIAMI, FL 33133

PAUL FISHER, MANAGER 2601 SOUTH BAYSHORE DRIVE SUITE 900 MIAMI, FL 33133

The undersigned represent(s) that this filing complies with State law as detailed in NJSA 42:2C and that they are authorized to sign this form on behalf of the NJ Limited Liability Company on May 04, 2023.

#### Signature

JONATHAN SANDELMAN

STATE OF NEVADA



KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



#### OFFICE OF THE SECRETARY OF STATE

Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701-4201 Telephone (775) 684-5708 Fax (775) 684-7138

Job:C20161214-1703 December 14, 2016

Timothy Harris BP Solutions 3466 Bella Lante Las Vegas, NV 89141

#### **Special Handling Instructions:**

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Articles of Organization	20160542929-50	12/14/2016 1:54:38 PM	1	\$75.00	\$75.00
Copies - Certification of Document	20160542929-50	12/14/2016 1:54:38 PM	1	\$30.00	\$30.00
Initial List	20160542930-82	12/14/2016 1:54:42 PM	1	\$150.00	\$150.00
Business License 12/2016- 12/2017	20160542930-82	12/14/2016 1:54:42 PM	1	\$200.00	\$200.00
Total					\$455.00

#### Payments

Туре	Description	Amount
Credit	03099C 4817524760996720304074	\$455.00
Total		\$455.00
		G 11 B 1 (0.00)

Credit Balance: \$0.00

1 1

Job Contents:

Certified File Stamped Copy(s):	1
LLC Charter(s):	1
File Stamped Copy(s):	1
Business License(s):	1

Timothy Harris **BP** Solutions 3466 Bella Lante Las Vegas, NV 89141

#### STATE OF NEVADA

BARBARA K. CEGAVSKE Secretary of State



JEFFERY LANDERFELT Deputy Secretary for Commercial Recordings

#### OFFICE OF THE SECRETARY OF STATE

## **Certified Copy**

December 14, 2016

Job Number: C20161214-1703 Reference Number: Expedite: Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

**Document Number(s)** 20160542929-50 **Description** Articles of Organization Number of Pages 2 Pages/1 Copies



Respectfully, Barbara K. Cegevske

BARBARA K. CEGAVSKE Secretary of State

Certified By: Electronic Filing Certificate Number: C20161214-1703 You may verify this certificate online at http://www.nvsos.gov/

> Commercial Recording Division 202 N. Carson Street Carson City, Nevada 89701-4201 Telephone (775) 684-5708 Fax (775) 684-7138





BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Limited	es of Organization -Liability Company ANT TO NRS CHAPTER 86)		Filed in the office of Labor Kingdo Barbara K. Cegavske Secretary of State State of Nevada	Filing Dat 12/14 Entity Nu	0542929-50 te and Time /2016 1:54 PM
USE BLACK INK ONLY - DO	NOT HIGHLIGHT	{1	ABOVESI	PACE IS FO	R OFFICE USE ONLY
1. Name of Limited- Liability Company: (must contain approved limited-liability company wording; see instructions)	BP SOLUTIONS LLC		Check bo Series Lir Liability Co	nited- R	Check box if a lestricted Limited- iability Company
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: RE Nam Noncommercial Registered Agent (name and address below)		TS INC.		ity
	Name of Noncommercial Registered Agent Street Address Mailing Address (if different from street address	City	Office or Other Position wi	Nevad Nevad	Zip Code
3. Dissolution Date: (optional)	Latest date upon which the company is		nce is not perpetual):		
4. Management: (required)	Company shall be managed by:	Manager(s) (check	OR Mem	ber(s)	
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) TIMOTHY J HARRIS Name 3466 BELLA LANTE Street Address 2)	LAS City	VEGAS	NV State	89141 Zip Code
	Street Address 3) Name	City		State	Zip Code
6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	Street Address I declare, to the best of my knowledge under pe that pursuant to NRS 239.330, it is a category C the Secretary of State. TIMOTHY J HARRIS Name 3466 BELLA LANTE	felony to knowingly off			
7. Certificate of Acceptance of Appointment of Registered Agent:	Address I hereby accept appointment as Reg X REGISTERED AGENTS INC. Authorized Signature of Registered Agent			12/14/. Date	Zip Code 2016

This form must be accompanied by appropriate fees.

ada Secretary of State NRS 86 DLLC Articles Revised: 10-1-15



# LIMITED LIABILITY COMPANY CHARTER

I, BARBARA K. CEGAVSKE, the Nevada Secretary of State, do hereby certify that **BP SOLUTIONS LLC** did on December 14, 2016, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



Certified By: Electronic Filing Certificate Number: C20161214-1703 You may verify this certificate online at http://www.nvsos.gov/ IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 14, 2016.

Barbara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

## INITIAL/ANNUAL LIST OF MANAGERS OR MANAGING MEMBERS AND STATE

BUSINESS LICENSE APPLICATION OF:

file stamped copy will be sent to registered agent.)

BP SOLUTIONS LLC

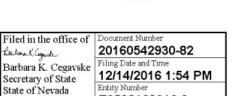
П

NAME OF LIMITED-LIABILITY COMPANY

то DEC, 2017

FOR THE FILING PERIOD OF	DEC, 2016	то
USE BLACK INK ONLY - DO N	IOT HIGHLIGHT	

\*\*YOU MAY FILE THIS FORM ONLINE AT www.nvsliverflume.gov\*\* Return one file stamped copy. (If filing not accompanied by order instructions,



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members. A Manager, or if none, a Managing Member of the LLC must sign the form. FORM WILL BE RETURNED IF UNSIGNED. 2. If there are additional managers or managing members, attach a list of them to this form.

1. Print or type names and addresses, either residence or business, for all manager or managing

IMPORTANT: Read instructions before completing and returning this form.

- Return completed form with the fee of \$150.00. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year
- 4. State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.

5. Make your check payable to the Secretary of State.

- 6. Ordering Copies; If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
- 7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- 8 Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing

	LATE OFAIAL THE ARE OR GLOUD- Latel	BUSINESS LIGENSE FEE tass of	I ATT DEALAL THE ALOR OF CASE Intel
ANNUAL LIST FILING FEE: \$150.00	LATE PENALTY: \$75.00 (if filing late)	BUSINESS LICENSE FEE: \$200.00	LATE PENALTY: \$100.00 (if filing late)

CHECK ONLY IF APPLICABLE AND ENTER EXEMPTING Pursuant to NRS Chapter 76, this entity is exempt from NOTE: If claiming an exemption, a notarized Declarat attach the Declaration of Eligibility form will result in the	m the business license tee. Exemption code:	NRS 76.020 Exemption Codes 001 - Governmental Entity 005 - Motion Picture Company 006 - NRS 680B.020 Insurance Co.
NAME TIMOTHY J HARRIS	MANAGER OR	MANAGING MEMBER
ADDRESS	CITY	STATE ZIP CODE
3466 BELLA LANTE , USA	LAS VEGAS	NV 89141
NAME	MANAGER OR	MANAGING MEMBER
ADDRESS	СПУ	STATE ZIP CODE
NAME	MANAGER OR	MANAGING MEMBER
ADDRESS	CITY	STATE ZIP CODE
NAME	MANAGER OR	MANAGING MEMBER
ADDRESS	СПУ	STATE ZIP CODE

None of the managers or managing members identified in the list of managers and managing members has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X TIMOTHY J HARRIS	Title	Date	
X TIMOTHY J HARRIS	MANAGING MEMBER	12/14/2016 1:54:40 PM	
Signature of Manager, Managing Member or			
Other Authorized Signature	Neva	da Secretary of State List ManorMem	

Revised: 7-1-15

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ABOVE SPACE IS FOR OFFICE USE ONLY

ENTITY NUMBER

E0538162016-9



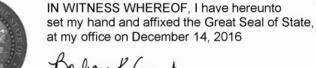
# **NEVADA STATE BUSINESS LICENSE**

**BP SOLUTIONS LLC** Nevada Business Identification # NV20161724779

## Expiration Date: December 31, 2017

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.



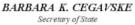
Barbara K. Cegarste

BARBARA K. CEGAVSKE Secretary of State

You may verify this license at www.nvsos.gov under the Nevada Business Search.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which by law cannot be waived.

STATE OF NEVADA



KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



#### OFFICE OF THE SECRETARY OF STATE

**Commercial Recordings Division** 

202 N. Carson Street Carson City, NV 89701-4201 Telephone (775) 684-5708 Fax (775) 684-7138

Amanda Connor Connor & Connor PLLC 710 Coronado Center Dr. Suite 121 Henderson, NV 89052 Job:C20170330-2624 March 30, 2017

**Special Handling Instructions:** 

#### Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Articles of Organization	20170138740-33	3/30/2017 1:48:49 PM	1	\$75.00	\$75.00
Initial List	20170138741-44	3/30/2017 1:48:53 PM	1	\$150.00	\$150.00
Business License 3/2017- 3/2018	20170138741-44	3/30/2017 1:48:53 PM	1	\$200.00	\$200.00
Total		1000			\$425.00

### Payments

Туре	Description	Amount
Credit	128409 4909069279866102603088	\$425.00
Total	S. Color	\$425.00

Credit Balance: \$0.00

1 2 1

Job Contents: LLC Charter(s):

File Stamped Copy(s): Business License(s):

Amanda Connor Connor & Connor PLLC 710 Coronado Center Dr. Suite 121 Henderson, NV 89052





BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Articles of Organization		Filed in the office of Caloue & Gaude		Number 138740-33	
	es of Organization -Liability Company	Barbara K. Cegavske Secretary of State	Eiling Date and Time 03/30/2017 1:48 PM Entity Number E0152772017-7		
(PURSU	ANT TO NRS CHAPTER 86)	State of Nevada			
USE BLACK INK ONLY - DO	NOT HIGHLIGHT	{This document was fil ABOVE S		ronically.) R OFFICE USE ONLY	
1. Name of Limited- Liability Company: (must contain approved limited-liability company wording; see instructions)	CANNAPUNCH OF NEVADA LLC	Check bo Series Lin Liability Co	nited- Re	Check box if a estricted Limited- ability Company	
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: DEREK CONN Name Noncommercial Registered Agent (name and address below)	Office or Position		У	
	Name of Noncommercial Registered Agent OR Name	of Title of Office or Other Position wit	th Entity		
	Christi Addesse		Nevada		
	Street Address	City	Nevada	Zip Code	
	Mailing Address (if different from street address)	City	Ivevaua	Zip Code	
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve	e (if existence is not perpetual):			
4. Management: (required)	Company shall be managed by: 🛛 Manag	er(s) OR Mem	ber(s)		
5. Name and Address of each	1) DANIEL GRIFFIN				
Manager or Managing Member:	2917 E. ALEXANDER RD.	NORTH LAS VEGAS	NV	89030	
(attach additional page if	Street Address	City	State	Zip Code	
more than 3)	2)				
	Name	1			
	Street Address	City	Stata	Zin Code	
	Street Address City State Zip Code				
	3)				
	Name				
	Street Address	City	State	Zip Code	
6. Name, Address and Signature of	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.				
Organizer: (attach additional page if more	AMANDA CONNOR X AMANDA CONNOR				
than 1 organizer)	Name	Organizer Signature	1		
	710 CORONADO CENTER DR., SUITE 121 Address	City	NV State	89052 Zip Code	
7. Certificate of	I hereby accept appointment as Registered A	- 1		Lip 0000	
Acceptance of	V	gen for the above hallou Ell			
Appointment of Registered Agent:	Authorized Signature of Registered Agent or On Bet	alf of Registered Agent Entity	3/30/2	2017	

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 DLLC Articles Revised: 10-1-15

### SECRETARY OF STATE



### LIMITED LIABILITY COMPANY CHARTER

I, BARBARA K. CEGAVSKE, the Nevada Secretary of State, do hereby certify that CANNAPUNCH OF NEVADA LLC did on March 30, 2017, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



Certified By: Electronic Filing Certificate Number: C20170330-2624 You may verify this certificate online at http://www.nvsos.gov/ IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on March 30, 2017.

Jouhana K. Cegevske

BARBARA K. CEGAVSKE Secretary of State

#### INITIAL/ANNUAL LIST OF MANAGERS OR MANAGING MEMBERS AND STATE BUSINESS LICENSE APPLICATION OF:

TO

CANNAPUNCH OF NEVADA LLC

NAME OF LIMITED-LIABILITY COMPANY

FOR THE FILING PERIOD OF

USE BLACK INK ONLY - DO NOT HIGHLIGHT

\*\*YOU MAY FILE THIS FORM ONLINE AT www.nvsilverflume.gov\*\*
Return one file stamped copy. (If filing not accompanied by order instructions,

MAR, 2017

file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

 Print or type names and addresses, either residence or business, for all manager or managing members. A Manager, or if none, a Managing Member of the LLC must sign the form. FORM WILL BE RETURNED IF UNSIGNED.

- 2. If there are additional managers or managing members, attach a list of them to this form.
- Return completed form with the fee of \$150.00. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
- 4. State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.

5. Make your check payable to the Secretary of State.

 Ordering Copies: If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order,

MAR, 2018

- 7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- 8. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

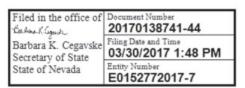
ANNUAL LIST FILING FEE: \$150.00	LATE PENALTY: \$75.00 (if filing late)	BUSINESS LICENSE FEE: \$200.00	LATE PENALTY: \$100.00 (if filing late)

CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN Pursuant to NRS Chapter 76, this entity is exempt from the busine NOTE: If claiming an exemption, a notarized Declaration of Eligii attach the Declaration of Eligibility form will result in rejection, w	ess license fee. Exemption code:	001 - Gove 005 - Motio	20 Exemption Codes rmmental Entity n Picture Company 680B.020 Insurance Co
NAME	1999 - Carlo Ca		
DANIEL GRIFFIN	MANAGER OR	MANAGING ME	MBER
ADDRESS	CITY	STATE	ZIP CODE
2917 E. ALEXANDER RD. , USA	NORTH LAS VEGAS	NV	89030
NAME 4 <sup>d</sup>	MANAGER OR	MANAGING ME	MBER
ADDRESS	CITY	STATE	ZIP CODE
NAME	MANAGER OR	MANAGING ME	MBER
ADDRESS	CITY	STATE	ZIP CODE
NAME	MANAGER OR	MANAGING ME	MBER
ADDRESS	CITY	STATE	ZIP CODE

None of the managers or managing members identified in the list of managers and managing members has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

V HUNDLU CONNOR	Title	Date	
X AMANDA N CONNOR	ATTORNEY	3/30/2017 1:48:51 PM	
Signature of Manager, Managing Member or	-		
Other Authorized Signature	Nevada Secretary of State List Manor/Mem Revised: 7-1-15		



(This document was filed electronically.) ABOVE SPACE IS FOR OFFICE USE ONLY

ENTITY NUMBER E0152772017-7

\*100403\*

## SECRETARY OF STATE



### **NEVADA STATE BUSINESS LICENSE**

CANNAPUNCH OF NEVADA LLC Nevada Business Identification # NV20171207815

Expiration Date: March 31, 2018

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on March 30, 2017

Barbara K. Cegarste

BARBARA K. CEGAVSKE Secretary of State

You may verify this license at www.nvsos.gov under the Nevada Business Search.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which by law <u>cannot</u> be waived.

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CANNTECH PA, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF APRIL, A.D. 2019, AT 5:57 O`CLOCK P.M.



7357990 8100 SR# 20192533747

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202578945 Date: 04-04-19

State of Delaware Secretary of State Division of Corporations Delivered 05:57 PM 04/03/2019 FILED 05:57 PM 04/03/2019 SR 20192533747 - File Number 7357990

#### CERTIFICATE OF FORMATION OF CANNTECH PA, LLC

The undersigned authorized person hereby forms a limited liability company

under the Delaware Limited Liability Company Act and adopts as the Certificate of Formation of

such limited liability company the following:

1. The name of the Company:

CannTech PA, LLC

2. The name and address of the registered agent and office of the Company

in Delaware: The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street,

Wilmington, Delaware 19801, County of New Castle.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation on this 3rd day of April, 2019

ORGANIZER:

Cynthia L. Woolheater, Authorized

Person

(J2478344.1)

#### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CSAC ACQUISITION AZ CORP.

CSAC Acquisition AZ Corp. (the "Corporation"), a Nevada corporation, hereby amends and restates its Articles of Incorporation to embody in one document its original articles and the subsequent amendments thereto, pursuant to Sections 78.390 and 78.403 of the Nevada Revised Statutes (the "NRS").

These Amended and Restated Articles of Incorporation (these "Articles of Incorporation") were approved and adopted by the board of directors of the Corporation (the "Board of Directors") by written consent on March 16, 2021. Upon the recommendation of the Board, the sole shareholder of the Corporation, holding all of the voting power, approved and adopted these Articles of Incorporation by written consent on March 16, 2021. As a result, these Articles of Incorporation were authorized and adopted in accordance with the NRS.

These Articles of Incorporation correctly set forth the text of the Corporation's Articles of Incorporation as amended up to and by these Articles of Incorporation.

1.1 Name. The name of the Corporation is CSAC Acquisition AZ Corp.

**1.2** Registered Office and Registered Agent. The Corporation may, from time to time, in the manner provided by law, change the registered agent and registered office within the State of Nevada. The Corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Nevada.

**1.3 Purposes.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Nevada.

**1.4 Authorized Capital.** The total number of all classes of stock which the Corporation shall have the authority to issue is 210,000,000 common shares, \$0.0001 par value, of which 140,000,000 shares are hereby designated Class A voting non-exchangeable common shares, \$0.0001 par value, and 70,000,000 shares are hereby designated Class B non-voting exchangeable common shares, \$0.0001 par value. Effective upon the filing of this Articles of Incorporation, as the same may be amended from time to time, each issued and outstanding share of Class A Voting Common Stock, \$0.0001 par value, shall be reconstituted automatically and without any further action by the Corporation or any of the Corporation's stockholders into one share of Class A voting non-exchangeable common shares, \$0.0001 par value.

**1.5** Bylaws. The Board of Directors is expressly authorized to adopt, amend or repeal bylaws of the Corporation (the "Bylaws").

**1.6** Limitation of Directors' Liability; Indemnification. The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent permitted by law. The Corporation is authorized to indemnify (and advance expenses to) its directors and officers to the

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fullest extent permitted by law. Neither the amendment, modification or repeal of these Articles of Incorporation nor the adoption of any provision in this certificate of incorporation inconsistent with these Articles of Incorporation shall adversely affect any right or protection of a director or officer of the Corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

**1.7** Elections of Directors. The Board of Directors shall be elected or appointed in such manner as shall be provided in the Bylaws, as amended from time to time. Except as otherwise fixed or provided for pursuant to the provisions of these Articles of Incorporation, including any certificate of designation relating to any series of preferred stock, the number of directors may be changed from time to time in the manner provided in the Bylaws.

**1.8** Additional Terms. Part I (Class B Share Provisions), Part II (Class A Share Provisions) and Part III (General) and Exhibit A (Retraction Request), attached hereto, form a part of these Articles of Incorporation for all purposes.

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#### PART I

#### CLASS B SHARE PROVISIONS

The Class B Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### ARTICLE 1 INTERPRETATION

**1.1 Definitions.** In these share provisions, the following terms shall have the following meanings:

"Additional Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Affiliate" has the meaning ascribed thereto in the *Business Corporations Act* (British Columbia), as amended, but the holders of Class B Shares that are parties to the Exchange Rights Agreement shall not be deemed to be Affiliates of Parent or the Corporation.

"Board of Directors" means the Board of Directors of the Corporation.

"Business Day" means any day except Saturday, Sunday or any day on which banks are generally not open for business in the City of Toronto, Ontario or the City of New York, New York.

"Canadian Dollar Equivalent" means in respect of an amount expressed in US Dollars at any date, the product obtained by multiplying:

- (a) the US Dollar amount by,
- (b) the average US Dollar/Canadian Dollar daily exchange rate as published by the Bank of Canada for the period of five Business Days prior to the date of conversion.

"Cash Dividend Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Class A Shares" means the Class A voting non-exchangeable common shares in the capital of the Corporation and any other securities into which such shares may be changed.

"Class B Share Consideration" means, with respect to each Class B Share, for any acquisition, redemption or retraction of, or distribution of assets of the Corporation in respect of the Class B Share (any such event, "Exchange Event") the aggregate of the following:

(a) one Parent Subordinate Voting Share; plus

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- (b) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class B Share under Section 3.1(a) of this Part I from the time that the Class B Share was first issued to the effective time of any such Exchange Event, the excess, if any, of (A) the aggregate amount of all Extraordinary Dividends of cash declared and paid by Parent on a Parent Subordinate Voting Share from the time that the Class B Share was first issued to the effective time of such Exchange Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by the Corporation on the Class B Share under Section 3.1(a) of this Part I from the time that the Class B Share was first issued to the effective time of such Exchange Event, plus (ii) the amount of any cash dividends or other cash distributions on the Class B Share which have been declared but not yet paid as of the effective time of such Exchange Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable in U.S. dollars or the Canadian Dollar Equivalent by means of a check payable at any branch of the bankers of the payor (such sum, the "Cash Dividend Amount"); plus
- (c) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class B Share under Section 3.1(c) of this Part I from the time that the Class B Share was first issued to the effective time of any such Exchange Event, the excess, if any, of (A) the aggregate fair market value of Extraordinary Dividends of property other than cash declared and paid by Parent on a Parent Subordinate Voting Share from the time that the Class B Share was first issued to the effective time of such Exchange Event, over (B) the aggregate fair market value of all non-cash dividends or other noncash distributions declared and paid by the Corporation on the Class B Share under Section 3.1(c) of this Part I from the time that the Class B Share was first issued to the effective time of such Exchange Event, plus (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class B Share which have been declared but not yet paid as of the effective time of such Exchange Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable by means of a check payable at any branch of the bankers of the payor in U.S. dollars or the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of non-cash items having a fair market value equal to the amount of such sum (such sum, the "Non-Cash Dividend Amount" and together with the Cash Dividend Amount, the "Additional Amount");

provided that such consideration shall be paid less any amounts on account of tax properly withheld in accordance with Section 13.3. For greater certainty, in no event shall a holder of Class B Shares be entitled to receive or demand any consideration in connection with the acquisition, redemption, or retraction of, or distribution of the assets of the Corporation in respect of, any Class B Shares, other than the Class B Share Consideration payable in accordance with Article 5.

"Class B Shareholders' Put Right" means the right of the holders of Class B Shares to require Parent to purchase all or any part of the Class B Shares held by such holder of

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Class B Shares, as more particularly described in, and in accordance with, the Exchange Rights Agreement.

"Class B Shares" mean the Class B non-voting exchangeable common shares in the capital of the Corporation, having the rights, privileges, restrictions and conditions set forth herein.

"Closing Date" has the meaning ascribed thereto in the Purchase Agreement.

"Code" means the Internal Revenue Code of 1986, as amended.

"Constating Documents" means the articles of incorporation and bylaws of the Corporation, as amended from time to time.

"Control Transaction" means any of the following:

- (a) any person or group of persons acting jointly or in concert (within the meaning of National Instrument 62-104 *Take-Over Bids and Special Transactions*) ("NI 62-104") acquires, directly or indirectly, control (as defined in NI 62-104) of Parent;
- (b) the shareholders of Parent shall have approved a merger, consolidation, recapitalization or reorganization of Parent, or, if shareholder approval is not sought or obtained, any such transaction shall have been consummated, in either case other than any such transaction which would result in at least 50% of the total voting power represented by the voting securities of the resulting entity outstanding immediately after such transaction being beneficially owned by holders of outstanding voting securities of Parent immediately prior to the transaction, with the voting power of each such continuing holder relative to such other continuing holders being not altered substantially in the transaction; or
- (c) the shareholders of Parent shall approve an agreement for the sale or disposition by Parent of all or substantially all of Parent's consolidated assets, except for the transfer of assets to a subsidiary of Parent;

"Corporation" means CSAC Acquisition AZ Corp., a corporation organized under the laws of the State of Nevada and any successor corporation.

"Exchange Rights Agreement" means the exchange rights agreement among Parent, the Corporation and the holders of the Class B Shares setting out the terms and conditions relating to the exchange of the Class B Shares for Parent Subordinate Voting Shares, as it may be amended from time to time.

"Extraordinary Dividend" means any dividend or other distribution by Parent of cash or property other than cash (including, without limitation, stock, securities, stock rights, options, warrants or other similar interests issued by any entity other than Parent) payable either (i) concurrently with the consummation of an Extraordinary Transaction, (ii) immediately prior to the consummation of an Extraordinary Transaction or (iii) in connection with an Extraordinary Transaction.

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"Extraordinary Transaction" means any (i) Control Transaction, (ii) debt or equity financing, (iii) share buy-back program, (iv) recapitalization, (v) reorganization, (vi) reclassification, (vii) self-tender offer, (viii) exchange offer, (ix) sale, assignment or other transfer of at least 50% of the total combined voting power of all classes of the Corporation's voting stock in a single transaction or a series of related transactions, or (x) other similar transaction.

"Foreign Currency Amount" has the meaning ascribed thereto in the definition of Canadian Dollar Equivalent.

"Governmental Entity" means (i) any multinational, federal, provincial, state, territorial, regional, municipal, local or other government, governmental or public department, central bank, court, tribunal, arbitral body, commission, board, bureau or agency, domestic or foreign, (ii) any subdivision, agent, commission, board, or authority of any of the foregoing, or (iii) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing.

"**holder**" means, when used with reference to the Class B Shares, the holders of Class B Shares shown from time to time in the register maintained by or on behalf of the Corporation in respect of the Class B Shares.

"Insolvency Event" means the institution by the Corporation of any proceeding to be adjudicated a bankrupt or insolvent or to be liquidated, dissolved or wound-up. or the consent of the Corporation to the institution of bankruptcy, insolvency, liquidation, dissolution or winding up proceedings against it, or the filing of a petition, answer or consent seeking liquidation, dissolution or winding up under any bankruptcy, insolvency or analogous laws in any jurisdiction, and the failure by the Corporation to contest in good faith any such proceedings instituted by any Person other than the Corporation commenced in respect of the Corporation within 30 days of becoming aware thereof, or the consent by the Corporation to the filing of any such petition or to the appointment of a receiver, or the making by the Corporation of a general assignment for the benefit of creditors, or the admission in writing by the Corporation not being permitted, pursuant to solvency requirements of applicable law, to purchase any Retracted Shares pursuant to these share provisions.

"Liquidation Amount" has the meaning ascribed thereto in Section 6.1.

"Liquidation Call Right" means the overriding right of Parent, in the event of and notwithstanding the proposed liquidation, dissolution or winding-up of the Corporation pursuant to Article 6, to purchase from all, but not less than all, of the holders of Class B Shares (other than any holder of Class B Shares which is an Affiliate of Parent) on the Liquidation Date all, but not less than all, of the Class B Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

"Liquidation Date" has the meaning ascribed thereto in Section 6.1.

"Non-Cash Dividend Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Parent" means AYR Strategies Inc., a corporation organized under the laws of the Province of British Columbia, and any successor corporation.

"Parent Distribution Declaration Date" means the date on which the Board of Directors of Parent declares any dividend or other distribution on the Parent Subordinate Voting Shares.

"Parent Subordinate Voting Shares" means the subordinate voting shares of Parent and shall include the Restricted Voting Shares (as defined in Parent's management information circular prepared in connection with the shareholder meeting held on November 4, 2020 (the "MIC") and the Limited Voting Shares (as defined in the MIC)), and any such other securities into which such shares may be converted or exchanged.

"**Person**" includes any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate, corporation, unincorporated association or organization, Governmental Entity, syndicate or other entity, whether or not having legal status.

"Purchase Agreement" means the Membership Interest Purchase Agreement, dated January 27, 2021, by and among, *inter alia*, Parent, the Corporation, the Class B Shareholders and Blue Camo, LLC, an Arizona limited liability company, as amended or amended and restated from time to time.

"Redemption Call Right" means the overriding right of Parent, notwithstanding the proposed redemption of the Class B Shares by the Corporation pursuant to Article 8, to purchase from all but not less than all of the holders of Class B Shares (other than any holder of Class B Shares which is an Affiliate of Parent) on the Redemption Date all but not less than all of the Class B Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

"**Redemption Date**" means the date, if any, established by the Board of Directors in connection with the occurrence of a Redemption Event, for the redemption by the Corporation of all but not less than all of the outstanding Class B Shares pursuant to Article 8 in accordance with the terms hereof; *provided, however,* that the Redemption Date, if established, shall not be later than thirty (30) days after the occurrence of such Redemption Event (except in the case of a Redemption Event set forth in clause (d) of the definition thereof, in which case the Redemption Date shall occur not later than thirty (30) days after the Corporation's delivery of the Shareholder Redemption Notice, subject to Section 8.2).

"Redemption Event" means (a) the occurrence of a Control Transaction, (b) the occurrence of an Insolvency Event, (c) the day upon which U.S. tax legislation is amended and becomes effective such that all U.S. resident holders of Class B Shares may receive Parent Subordinate Voting Shares in exchange for their Class B Shares on a tax deferred

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basis for U.S. income tax purposes, or (d) it is the seventh anniversary of the Closing Date or any date thereafter.

"Redemption Notice" has the meaning ascribed thereto in Section 8.2.

"Redemption Price" has the meaning ascribed thereto in Section 8.1.

"**Resident**" means a Person who is a resident of the United States for purposes of the Code or, if a partnership, all of whose partners are Residents.

"Retracted Shares" has the meaning ascribed thereto in Section 7.1(a).

"Retraction Call Right" has the meaning ascribed thereto in Section 7.1(c).

"Retraction Date" has the meaning ascribed thereto in Section 7.1(b).

"Retraction Price" has the meaning ascribed thereto in Section 7.1.

"Retraction Request" has the meaning ascribed thereto in Section 7.1.

"Shareholder Redemption Notice" has the meaning ascribed thereto in Section 8.2(b).

**1.2 Headings; Article and Section References.** The division of these share provisions into Articles, Sections and other portions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of these share provisions. Unless otherwise indicated, all references to an "Article" or "Section" followed by a number and/or a letter refer to the specified Article or Section of these share provisions. Unless otherwise specified or required by context, the terms "these share provisions", "hereof", "herein" and "hereunder" and similar expressions refer to these Class B Share provisions and the Class A Share provisions and not to any particular Article, Section other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

**1.3** Number and Gender. Words importing the singular number only shall include the plural and *vice versa*. Words importing any gender shall include all genders.

**1.4 Business Days.** If any date on which any action is required to be taken under these share provisions is not a Business Day, such action shall be required to be taken on the next succeeding Business Day.

#### ARTICLE 2 RANKING OF CLASS B SHARES

**2.1 Ranking.** Except for the exchange features and related rights of the Class B Shares and the fact that the Class B Shares are non-voting, the Class B Shares shall rank pari passu with the Class A Shares.

#### ARTICLE 3 DIVIDENDS

**3.1 Dividends.** A holder of a Class B Share shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A holder of a Class B Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Class B Share equivalent to each dividend or other distribution declared on each Class A Share. Without limiting the foregoing, a holder of a Class B Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, on each Parent Distribution Declaration Date declare, a dividend or other distribution on each Class B Share:

- (a) in the case of an Extraordinary Dividend of cash declared on the Parent Subordinate Voting Shares from and after the Closing Date, in an aggregate amount in cash for each Class B Share as is equal in U.S. dollars, or the Canadian Dollar Equivalent thereof on the Parent Distribution Declaration Date, in each case, to the per share cash dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable and without duplication;
- (b) in the case of a stock dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Closing Date (for the avoidance of doubt, whether or not in connection with an Extraordinary Transaction) to be paid in Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), by the issue or transfer by the Corporation of such number of Class B Shares for each Class B Share as is economically equal to the number of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent) to be paid on each Parent Subordinate Voting Share, as applicable and without duplication unless in lieu of such stock dividend the Corporation elects to effect a corresponding and contemporaneous and economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) subdivision of the outstanding Class B Shares; or
- (c) in the case of an Extraordinary Dividend declared on the Parent Subordinate Voting Shares from and after the Closing Date to be paid in property other than cash or Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), in such type and amount of property for each Class B Share as is the same as or economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) to the type and aggregate amount of property declared as a dividend or distribution on the Parent Subordinate Voting Shares, as applicable and without duplication.

Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Class B Shares pursuant to this Section 3.1 but was not so declared or paid due to the

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provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law. For the avoidance of doubt, this Section 3.1 (i) shall be applied to ensure that holders of Class B Shares are treated in a manner economically equivalent to treatment of holders of Parent Subordinate Voting Shares with respect to those categories of dividends and other distributions described in subsections (a), (b) and (c) above, and (ii) in no such event shall be applied to confer a benefit on any other Person.

3.2 **Payment of Dividends.** Checks of the Corporation payable at par at any branch of the bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Section 3.1(a) and the sending of such a check to each holder of a Class B Share, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the holder of Class B Shares shall be issued or transferred in respect of any stock dividends or distributions of Class B Shares contemplated by Section 3.1(b) and the sending of such a certificate to each holder of a Class B Share, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Class B Shares represented thereby. Such other type and amount of property in respect of any dividends or distributions contemplated by Section 3.1(c) shall be paid, issued, distributed or transferred by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution or transfer thereof by the Corporation to each holder of a Class B Share shall satisfy the dividend or distribution represented thereby. No holder of a Class B Share shall be entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented by a check that, if received by such holder, has not been duly presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

**3.3 Record and Payment Dates.** The record date for the determination of the holders of Class B Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Class B Shares under Section 3.1 shall be the same dates as the record date and payment date, respectively, for the corresponding dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable.

**3.4 Inability to Pay Dividends.** If on any payment date for any dividends or distributions declared on the Class B Shares under Section 3.1, the dividends or distributions are not paid in full on all of the Class B Shares then outstanding, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property properly applicable to the payment of such dividend or distribution.

**3.5 Determination of Economic Equivalence**. The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2, and shall provide the Class B Shareholders with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such

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assistance in support of their determination of economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2. Notwithstanding anything to the contrary in these share provisions, within (10) Business Days following the delivery of the written determination of economic equivalence to the Class B Shareholders, the holders of at least a majority of the then outstanding Class B Shares (the "Majority Holders") may dispute such determination by written notice to the Board of Directors (the "Dispute Notice"). If the Dispute Notice is so given, the Majority Holders, on the one hand, and the Board of Directors, on the other hand, shall jointly select an appraiser which shall be an independent, nationally recognized firm of chartered professional accountants (the "Appraiser") who shall determine the economic equivalence; provided, however, that if the Majority Holders and the Board of Directors cannot agree upon a single appraiser, KPMG shall be the Appraiser for purposes of this Section 3.5. The Appraiser shall conduct such independent procedures and investigations as the Appraiser shall deem necessary in order to form an opinion as to the economic equivalence and shall give written notice within thirty (30) days of its appointment as Appraiser of its determination to the Majority Holders and the Board of Directors. Such determination shall be final and binding upon the Class B Shareholders and the Corporation, absent manifest error. The fees of the Appraiser shall be borne by the Majority Holders, on the one hand, and the Corporation, on the other hand, in such amount(s) as will be determined by the Appraiser based on the proportion that the aggregate dollar amount of disputed items submitted to the Appraiser that is unsuccessfully disputed by the Majority Holders, on the one hand, or the Corporation, on the other hand, as determined by the appraiser, bears to the total amount of such disputed items so referred to the Appraiser for resolution.

#### ARTICLE 4 CERTAIN RESTRICTIONS

**4.1** Certain Restrictions. So long as any of the Class B Shares are outstanding, the Corporation shall not at any time without, but may at any time with, the approval of the holders of Class B Shares given as specified in Section 11.2:

- (a) amend the Constating Documents; or
- (b) initiate the voluntary liquidation, dissolution or winding-up of the Corporation nor take any action or omit to take any action that is designed to result in the liquidation, dissolution or winding-up of the Corporation.

#### ARTICLE 5 PAYMENT OF THE CLASS B SHARE CONSIDERATION

**5.1** Payment of the Class B Share Consideration. For all purposes of these rights, privileges, restrictions and conditions attaching to the Class B Shares, payment of the Class B Share Consideration (including payment of the Additional Amount, if any) in respect of each Class B Share shall be made by causing to be issued or transferred to each holder of such Class B Share a Parent Subordinate Voting Share (which share shall be fully paid and shall be free and clear of any lien, claims or encumbrance) plus delivering a check of the Corporation in respect of the Additional Amount, if any, and in all cases, less any amounts on account of tax properly withheld in accordance with Section 13.3. In connection with such issuance or transfer of such Parent Subordinate Voting Share, such holder will, in Parent's discretion as to physical or electronic form,

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(i) receive, at the address of such holder recorded in register of shareholders of the Corporation for the Class B Shares or, if requested by the holder, by holding for pick-up by such holder at the principal executive office of the Corporation physical share certificate representing such Parent Subordinate Voting Share, or (ii) have such Parent Subordinate Voting Share registered on an uncertificated basis in the direct registration stem maintained by Parent's transfer agent in the name of such holder of the Class B Share.

#### ARTICLE 6 DISTRIBUTION ON LIQUIDATION

**6.1** Liquidation Rights. Subject to applicable law and the due exercise by Parent of its Liquidation Call Right, in the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, a holder of Class B Shares shall be entitled to receive in respect of each Class B Share held by such holder on the effective date (the "Liquidation Date") of such liquidation, dissolution or winding-up, before any other distribution of any part of the assets of the Corporation, an amount per Class B Share equal to the Class B Share Consideration applicable on the last Business Day prior to the Liquidation Date (the "Liquidation Amount"), except that the Class A Shares will have equivalent rights with respect to any unpaid dividends and distributions as set forth in Article 4 of Part II of these share provisions.

Payment and Delivery of Liquidation Amount. On or promptly after the Liquidation 6.2 Date, and subject to the exercise by Parent of the Liquidation Call Right, the Corporation shall cause to be delivered to the holders of the Class B Shares the Liquidation Amount for each such Class B Share upon presentation and surrender of the certificates representing such Class B Shares, a document (in the case of a holder who is a Resident) containing a representation and warranty that the holder is a Resident, together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under applicable law and the Constating Documents, at the principal executive office of the Corporation. Payment of the total Liquidation Amount for such Class B Shares shall be made in accordance with the provisions of Article 5. On and after the Liquidation Date, the holders of the Class B Shares shall cease to be holders of such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Liquidation Amount, unless payment of the total Liquidation Amount for such Class B Shares shall not be made upon presentation and surrender of share certificates in accordance with the foregoing provisions, in which case the rights of the holders all remain unaffected until the total Liquidation Amount has been paid in the manner hereinbefore provided. Upon delivery of Parent Subordinate Voting Shares, the holders of the Class B Shares shall thereafter be considered and deemed for all purposes to be holders of Parent Subordinate Voting Shares delivered to them or the custodian on their behalf.

**6.3 Rights after Liquidation**. After the Corporation has satisfied its obligations to pay the holders of the Class B Shares the total Liquidation Amount, such holders shall not be entitled, in respect of the Class B Shares, to share in any further distribution of the assets of the Corporation.

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#### ARTICLE 7 RETRACTION OF CLASS B SHARES BY HOLDER

7.1 Retraction Rights. A holder of Class B Shares shall be entitled, subject to applicable law and the exercise by Parent of the Retraction Call Right and otherwise upon compliance with the provisions of this Article 7, to require the Corporation to redeem all or any portion of the Class B Shares registered in the name of such holder for an amount per Class B Share equal to the Class B Share Consideration on the last Business Day prior to the Retraction Date (the "Retraction Price"). To effect such redemption, the holder shall present and surrender at the principal executive office of the Corporation the certificate or certificates representing the Class B Shares which the holder desires to have the Corporation redeem, together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under applicable law and the Constating Documents and such additional documents and instruments as the Corporation may reasonably require, together with a duly executed statement (the "Retraction Request") in the form of Exhibit A or in such other form as may be acceptable to the Corporation:

- specifying that the holder desires to have all or a specified portion of the Class B Shares represented by such certificate or certificates (the "Retracted Shares") redeemed by the Corporation;
- (b) stating the Business Day on which the holder desires to have the Corporation redeem the Retracted Shares (the "Retraction Date"), provided that the Retraction Date shall be not less than 10 Business Days nor more than 20 Business Days after the date on which the Retraction Request is received by the Corporation and further provided that, in the event that no such Business Day is specified by the holder in the Retraction Request, the Retraction Date shall be deemed to be the 20th Business Day after the date on which the Retraction Request is received by the Corporation;
- (c) acknowledging the overriding right (the "Retraction Call Right") of Parent, pursuant to the Exchange Rights Agreement, to purchase all but not less than all of the Retracted Shares directly from the holder and that the Retraction Request shall be deemed to be a revocable offer by the holder to sell the Retracted Shares to Parent in accordance with the Retraction Call Right on the terms and conditions set out in Article 5 of the Exchange Rights Agreement; and
- (d) in the case of a holder who is a Resident, representing and warranting that the holder is a Resident.

**7.2 Purchase by the Corporation**. Subject to the exercise by Parent of the Retraction Call Right, upon receipt by the Corporation in the manner specified in Section 7.1 of a certificate or certificates representing the number of Retracted Shares, together with a Retraction Request, and provided that the Retraction Request is not revoked by the holder in the manner specified in Section 7.6, the Corporation shall redeem the Retracted Shares effective at the close of business on the Retraction Date and shall cause to be delivered to such holder the Retraction Price. If only part of the Class B Shares represented by any certificate is redeemed (or purchased by Parent or any of its Affiliates pursuant to the Retraction Call Right), a new certificate for the balance of such Class B

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Shares to be retained by the holder of Class B Shares shall be issued to the holder by the Corporation.

**7.3** Payment of Retraction Price. The Corporation shall deliver the Retraction Price in accordance with the provisions of Article 5 and such delivery by the Corporation shall be deemed to be payment of and shall satisfy and discharge all liability for the total Retraction Price.

**7.4 Rights after Retraction**. On and after the close of business on the Retraction Date, the holder of the Retracted Shares shall cease to be a holder of such Retracted Shares and shall not be entitled to exercise any of the rights of a holder in respect thereof, other than the right to receive the Retraction Price per Class B Share, less any amounts on account of tax properly withheld accordance with applicable law and Section 13.3, unless upon presentation and surrender of certificates in accordance with the foregoing provisions, payment of the total Retraction Price payable to such holder shall not be made as provided in Section 7.3, in which case the rights of such holder shall remain unaffected until the total Retraction Price has been paid in the manner hereinbefore provided. On and after the close of business on the Retraction Date, provided that presentation and surrender of certificates and payment of the total Retraction Price has been made in accordance with the foregoing provisions, the holder of the Retraction Price has been made in accordance with the foregoing provisions, the holder of the Retraction Price has been made in accordance with the foregoing provisions, the holder of the Retracted Shares so redeemed by the Corporation shall thereafter be considered and deemed for all purposes to be a holder of the Parent Subordinate Voting Shares delivered to such holder.

7.5 Limitation on Retraction Rights. Notwithstanding any other provision of this Article 7, the Corporation shall not be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent that such redemption of Retracted Shares would be contrary to solvency requirements or other provisions of applicable law. If the Corporation believes that on any Retraction Date it would not be permitted by any of such provisions to redeem the Retracted Shares tendered for redemption on such date, the Corporation shall only be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent of the maximum number that may be so redeemed (rounded down to the next whole number of shares) as would not be contrary to such provisions and shall notify the holder at least two Business Days prior to the Retraction Date as to the number of Retracted Shares which will not be redeemed by the Corporation. In any case in which the redemption by the Corporation of Retracted Shares would be contrary to solvency requirements or other provisions of applicable law, and more than one holder has duly delivered a Retraction Request, the Corporation shall redeem Retracted Shares in accordance with Section 7.2 on a pro rata basis and shall issue to each holder of Retracted Shares a new certificate, at the expense of the Corporation, representing the Retracted Shares not redeemed by the Corporation pursuant to Section 7.2. Provided that the Retraction Request is not revoked by the holder in the manner specified in Section 7.6, the holder of any such Retracted Shares not redeemed by the Corporation pursuant to Section 7.2 as a result of solvency requirements or other provisions of applicable law shall be redeemed by giving the Retraction Request to require Parent to purchase such Retracted Shares from such holder on the Retraction Date or as soon as practicable thereafter on payment by Parent to such holder of the Retraction Price for each such Retracted Share pursuant to the Exchange Rights Agreement.

7.6 Withdrawal of Retraction Request. A holder of Retracted Shares may, by notice in writing given by the holder to the Corporation before the close of business on the Business Day immediately preceding the Retraction Date, withdraw its Retraction Request, in which event such

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Retraction Request shall be null and void and, for greater certainty, the revocable offer constituted by the Retraction Request to sell the Retracted Shares to Parent shall be deemed to have been revoked.

#### ARTICLE 8 REDEMPTION OF CLASS B SHARES BY THE CORPORATION

**8.1 Redemption Rights.** Subject to applicable law, and provided Parent has not exercised the Redemption Call Right or a Class B Shareholder has not exercised the Class B Shareholder's Put Right, upon the occurrence of a Redemption Event the Corporation shall have right to redeem all but not less than all of the then outstanding Class B Shares for an amount per Class B Share equal to the Class B Share Consideration on the last Business Day prior to the Redemption Date (the **"Redemption Price"**).

**8.2** Exercise of Redemption Rights. In the case of a proposed redemption by the Corporation of Class B Shares under this Article 8, the Corporation shall,

- (a) at least 15 days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), notify Parent in writing (the "Redemption Notice") of the intention of the Corporation to redeem the Class B Shares; and
- (b) at least 10 days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), send or cause to be sent to Parent and each holder of Class B Shares a notice in writing (the "Shareholder Redemption Notice") of the redemption by the Corporation of the Class B Shares held by such holder.

In the case of a Redemption Date established in connection with a Control Transaction, the Redemption Notice and the Shareholder Redemption Notice will be sent on or before the Redemption Date, on as many days prior written notice as may be determined by the Board of Directors to be reasonably practicable in the circumstances (provided that at least ten Business Days' notice is given). In any such case, such notice shall set out the Redemption Date.

**8.3** Payment and Delivery of Redemption Price. On the Redemption Date and subject to the exercise by Parent of the Redemption Call Right or the exercise of the Class B Shareholders' Put Right, the Corporation shall cause to be delivered to the holders of the Class B Shares to be redeemed the Class B Share Consideration representing the full Redemption Price for each such Class B Share, upon presentation and surrender at the principal executive office of the Corporation of the certificates representing such Class B Shares, together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under the applicable law and the Constating Documents and (in the case of a holder who is a Resident) a representation and warranty by such holder of Class B Shares to be redeemed that such holder is a Resident. Payment of the total Redemption Price for such Class B Shares shall be made in accordance with the provisions of Article 5. On and after the Redemption Date, the holders of the Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to

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receive their proportionate part of the total Redemption Price, less any amounts on account of tax properly withheld in accordance with applicable law and Section 13.3, unless payment of the total Redemption Price delivered to a holder for such Class B Shares shall not be made upon presentation and surrender of share certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected until the total Redemption Price has been paid in the manner hereinbefore provided. Upon such payment of the total Redemption Price, the holders of the Class B Shares shall thereafter be considered and deemed for all purposes be holders of the Parent Subordinate Voting Shares delivered to them.

#### ARTICLE 9

#### PURCHASE FOR CANCELLATION

**9.1 Purchase for Cancellation**. Subject to applicable law and at the option of the holder of Class B Shares, the Corporation may at any time and from time to time purchase for cancellation all or any part of the Class B Shares by private contract with any holder of Class B Shares at any price agreed to between the Corporation and such holder of Class B Shares.

#### ARTICLE 10 VOTING RIGHTS

**10.1** Voting Rights. Except as required by applicable law and by Article 11 and 12, the holders of the Class B Shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting.

#### ARTICLE 11 AMENDMENT AND APPROVAL

**11.1 Holder Approval.** The rights, privileges, restrictions and conditions attaching to the Class B Shares and the Class A Shares may be added to, changed or removed but only with approval of the holders of the Class B Shares given as hereinafter specified.

11.2 Approval Process. Any approval given by the holders of the Class B Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class B Shares or the Class A Shares or any other matter requiring the approval or consent of the holders of the Class B Shares (except as set forth in Section 3.5) shall be deemed to have been sufficiently given if it shall have been given in accordance with applicable law subject to a minimum requirement that such approval be evidenced by resolution passed by not less than two-thirds of the votes cast on such resolution at a meeting of holders of Class B Shares duly called and held at which the holders of at least 50% of the outstanding Class B Shares at that time are present or represented by proxy. If at any such meeting the holders of at least 50% of the outstanding Class B Shares at that time are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date not less than five days thereafter and to such time and place as may be designated by the Chairman of such meeting. At such adjourned meeting the holders of Class B Shares present or represented by proxy thereat shall form a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than two-thirds of the votes cast on such resolution at such meeting shall constitute the approval or consent of the holders of the Class B Shares.

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#### ARTICLE 12 RECIPROCAL CHANGES, ETC. IN RESPECT OF PARENT SUBORDINATE VOTING SHARES

**12.1** Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan, in the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class B Shares given in accordance with Section 11.2,

(a) issues or distributes Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to the holders of the then outstanding Parent Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than:

(i) an issue of Parent Subordinate Voting Shares pursuant to a distribution to which Section 3.1(b) applies, or

(ii) an issue of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to holders of Parent Subordinate Voting Shares who exercise an option to receive dividends of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) in lieu of receiving cash dividends, provided that the holders of Class B Shares receive dividends or distributions of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) or have their Class B Shares adjusted pursuant to Section 3.1(b);

- (b) issues or distributes rights, options or warrants to the holders of the then outstanding Parent Subordinate Voting Shares entitling them to subscribe for or to purchase Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding Parent Subordinate Voting Shares (other than an issuance or distribution pursuant to which Section 3.1(c) applies):

 (i) shares or securities of Parent of any class other than Parent Subordinate Voting Shares;

- (ii) rights, options or warrants other than those referred to in Section 12.1(b); or
- (iii) evidences of indebtedness of Parent,

the Corporation will provide at least five Business Days prior notice to the holders of Class B Shares and will ensure that the economic equivalent on a per share basis of such Parent Subordinate 17

Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares), rights, options, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Class B Shares, all as applicable and without duplication. For the avoidance of doubt, no stock, securities or other assets shall be issued or distributed to the holders of Class B Shares under this Section 12.1 unless an equivalent amount on a per share basis is issued or distributed to the holders of Class A Shares under Section 5.1 of Part II.

**12.2** In the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class B Shares given in accordance with Section 11.2,

- (a) subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;
- (b) reduces, combines, consolidates or changes the then outstanding Parent Subordinate Voting Shares into a lesser number of Parent Subordinate Voting Shares; or
- (c) reclassifies or otherwise changes the Parent Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the Parent Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent change as effected in respect of the Parent Subordinate Voting Shares shall simultaneously be made to, or in, the rights of the holders of the Class B Shares. Notwithstanding any other provision in these share provisions, this Article 12 shall not be changed without the approval of the holders of the Class B Shares given in accordance with Section 11.2.

#### ARTICLE 13

#### LEGEND, WITHHOLDING RIGHTS; SPECIFIED AMOUNT

**13.1** Legend. The certificates evidencing the Class B Shares shall contain or have affixed thereto a legend in form and on terms approved by the Board of Directors with respect to the provisions of the Exchange Rights Agreement.

**13.2** Acknowledgement. Each holder of a Class B Share, whether of record or beneficial, by virtue of becoming and being such a holder, shall be deemed to acknowledge each of the Liquidation Call Right, the Retraction Call Right and the Redemption Call Right, in each case, in favor of Parent, and the overriding nature thereof in connection with the liquidation, dissolution or winding-up of the Corporation, or the retraction or redemption of Class B Shares, as the case may be, and to be bound thereby in favor of Parent as therein provided.

**13.3** Withholding Rights. Each of the Corporation, Parent and their Affiliates shall be entitled to deduct and withhold from any dividend or other amount otherwise payable to any holder of Class B Shares such amounts as the Corporation, Parent or such Affiliate is required or permitted (to the extent that absent such permitted withholding, the payor would be liable for, or for amounts on account of, taxes, interest and/or penalties in connection with the payment) to deduct or

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withhold with respect to such payment under the Income Tax Act (Canada) (including without limitation Section 116 and Part XIII thereof), the Code or any provision of provincial, state, local or foreign tax law, in each case, as amended. To the extent that amounts are so withheld, such withheld amounts shall be treated for all purposes hereof as having been paid to the holder of the Class B Shares in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted when done to the appropriate taxing authority and reasonable documentation respecting such payment is provided to the holder of the Class B Shares. To the extent that the amount so required or permitted to be deducted or withheld from any payment to a holder exceeds the cash portion of the consideration otherwise payable to the holder, subject to right of the holder of Class B Shares as provided for below to provide such additional cash as is necessary to satisfy the tax obligations set out above, the Corporation, Parent and their Affiliates are hereby authorized to sell or otherwise dispose of such portion of the non-cash consideration as is necessary to provide sufficient funds to the Corporation, Parent or such of their Affiliates, as the case may be, to enable it to comply with such deduction withholding requirement and the Corporation, Parent or such of their Affiliates shall notify the holder thereof and remit to the holder any portion of the net proceeds of such sale not required or permitted to be deducted or withheld. All payments to be made hereunder shall be made without interest. Notwithstanding anything to the contrary herein and if commercially reasonable, prior to selling any non-cash consideration to satisfy tax obligations as provided for above, the Corporation, Parent or its Affiliates, as applicable, shall notify the Class B Shareholder that it shall be making the deductions or withholdings noted above and the Class B Shareholder shall have the option to provide cash to the Corporation, Parent or its Affiliates, as applicable, in amount equal to the amounts to be withheld or deducted within three Business Days of delivery of the notice, in which case the Corporation, Parent or its Affiliates, as applicable, shall not sell any non-cash consideration until such three (3) Business Day period had passed.

#### ARTICLE 14 NOTICES

**14.1** Any notice, request or other communication to be given to the Corporation by a holder of Class B Shares shall be in writing and shall be valid and effective if given by mail (postage prepaid) or by facsimile or by delivery to the principal executive office of the Corporation and addressed to the attention of the President of the Corporation. Any such notice, request or other communication, if given by mail, facsimile or delivery, shall only be deemed to have been given and received (i) on the date of personal delivery, (ii) on the date of confirmed facsimile transmission, (iii) on the Business Day after it is deposited for delivery with a nationally recognized commercial overnight delivery service, or (iv) on the third (3<sup>rd</sup>) Business Day after deposit in the national certified or prepaid mail.

**14.2** Any presentation and surrender by a holder of Class B Shares to the Corporation of certificates representing Class B Shares in connection with the liquidation, dissolution or windingup of the Corporation or the retraction or redemption of Class B Shares shall be made by registered mail (postage prepaid) or by delivery to the principal executive office of the Corporation addressed to the attention of the President of the Corporation. Any such presentation and surrender of certificates shall only be deemed to have been made and to be effective upon actual receipt thereof by the Corporation. Any such presentation and surrender of certificates made by registered mail shall be at the sole risk of the holder mailing the same.

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**14.3** Any notice, request or other communication to be given to a holder of Class B Shares by or on behalf of the Corporation shall be in writing and shall be valid and effective if given by delivery to the address of the holder recorded in the register of shareholders of the Corporation or in the event of the address of any such holder not being so recorded, then at the last known address of such holder. Any such notice, request or other communication, shall be deemed to have been given and received on (i) the date of personal delivery, (ii) on the date of confirmed facsimile transmission, (iii) on the Business Day after it is deposited for delivery with a nationally recognized commercial overnight delivery service, or (iv) on the third (3<sup>rd</sup>) Business Day after deposit in the national certified or prepaid mail. Accidental failure or omission to give any notice, request or other communication to one or more holders of Class B Shares shall not invalidate or otherwise alter or affect any action or proceeding to be taken by the Corporation pursuant thereto except where such failure or omission has a material prejudicial effect in respect of the rights of that holder of the Class B Shares.

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#### PART II

#### CLASS A SHARE PROVISIONS

The Class A Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### ARTICLE 1 INTERPRETATION

1.1 The defined terms and other provisions in Article 1 of Part I of these share provisions shall also apply to this Part II. References to Sections made in this Part II are to Sections in this Part II, unless otherwise indicated. Unless otherwise specified or required by context, the terms "these share provisions", "hereof", "herein" and "hereunder" and similar expressions refer to these Class A Share provisions and the Class B share provisions and not to any particular Article, Section other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

#### ARTICLE 2 DIVIDENDS

**2.1** A holder of a Class A Share shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A holder of a Class A Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Class A Share equivalent to each dividend or other distribution declared on each Class B Share. Without limiting the foregoing, a holder of a Class A Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, on each Parent Distribution Declaration Date declare, a dividend or other distribution on each Class A Share:

- (a) in the case of an Extraordinary Dividend of cash declared on the Parent Subordinate Voting Shares from and after the Closing Date, in an aggregate amount in cash for each Class A Share as is equal in U.S. dollars, or the Canadian Dollar Equivalent thereof on the Parent Distribution Declaration Date, in each case, to the per share cash dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable and without duplication;
- (b) in the case of a stock dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Closing Date (for the avoidance of doubt, whether or not in connection with an Extraordinary Transaction) to be paid in Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), by the payment by the Corporation of cash in an amount that is economically equivalent (as determined by the Board of Directors) to the number of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent) to be paid on each Parent Subordinate Voting Share, as applicable and without duplication; or

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(c) in the case of an Extraordinary Dividend declared on the Parent Subordinate Voting Shares from and after the Closing Date to be paid in property other than cash or Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), in such type and amount of property for each Class A Share as is the same as or economically equivalent (as determined by the Board of Directors in accordance with Section 2.5) to the type and aggregate amount of property declared as a dividend or distribution on the Parent Subordinate Voting Shares, as applicable and without duplication.

Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Class A Shares pursuant to this Section 2.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law. For the avoidance of doubt, this Section 2.1 (i) shall be applied to ensure that holders of Class A Shares are treated in a manner economically equivalent to treatment of holders of Parent Subordinate Voting Shares with respect to those categories of dividends and other distributions described in subsections (a), (b) and (c) above, and (ii) in no such event shall be applied to confer a benefit on any other Person.

Payment of Dividends. Checks of the Corporation payable at par at any branch of the 2.2 bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Section 2.1(a) and the sending of such a check to each holder of a Class A Share, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the holder of Class A Shares shall be issued or transferred in respect of any stock dividends or distributions of Class A Shares contemplated by Section 2.1(b) and the sending of such a certificate to each holder of a Class A Share, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Class A Shares represented thereby. Such other type and amount of property in respect of any dividends or distributions contemplated by Section 2.1(a) shall be paid, issued, distributed or transferred by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution or transfer thereof by the Corporation to each holder of a Class A Share shall satisfy the dividend or distribution represented thereby. No holder of a Class A Share shall be entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented by a check that, if received by such holder, has not been duly presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

**2.3 Record and Payment Dates.** The record date for the determination of the holders of Class A Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Class A Shares under Section 2.1 shall be the same dates as the record and payment date, respectively, for the corresponding dividend or distribution declared on the Class B Shares, as applicable.

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**2.4 Inability to Pay Dividends.** If on any payment date for any dividends or distributions declared on the Class A Shares under Section 2.1, the dividends or distributions are not paid in full on all of the Class A Shares then outstanding, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property properly applicable to the payment of such dividend or distribution.

**2.5 Determination of Economic Equivalence**. The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2, and shall provide the Class A Shareholders with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2.

#### ARTICLE 3 VOTING RIGHTS

**3.1** The holders of the Class A Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class A Share held at such meetings, except a meeting of holders of a particular class or series of shares other than the Class A Shares who are entitled to vote separately as a class or series at such meeting.

#### ARTICLE 4 LIQUIDATION, DISSOLUTION OR WINDING-UP

**4.1** In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary, the holders of the Class A Shares shall, subject to the rights of the holders of the Class B Shares under Section 6.1 of Part 1 of these share provisions in respect of any such distribution on liquidation, dissolution or winding-up of the Corporation or other distribution of its property or assets among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary (any such event, "Liquidation Event"), be entitled to receive the remaining property and assets of the Corporation, except that the holders of Class A Shares shall first be entitled to receive, on a pari passu basis with respect to that portion of the Liquidation Amount payable to the holders of Class B Shares under subsections (b) and (c) of the definition of Class B Share Consideration, the following amounts:

(a) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class A Share under Section 2.1(a) of this Part II from the time that the Class A Share was first issued to the effective time of any such Liquidation Event, the excess, if any, of (A) the aggregate amount of all Extraordinary Dividends of cash declared and paid by

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Parent on a Parent Subordinate Voting Share from the time that the Class A Share was first issued to the effective time of such Liquidation Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(a) of this Part II from the time that the Class A Share was first issued to the effective time of such Liquidation Event; <u>plus</u> (ii) the amount of any cash dividends or other cash distributions on the Class A Share which have been declared but not yet paid as of the effective time of such Liquidation Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable in U.S. dollars or the Canadian Dollar Equivalent by means of a check payable at any branch of the bankers of the payor; plus

(b) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class A Share under Section 2.1(c) of this Part II, the excess, if any, of (A) the aggregate fair market value of all Extraordinary Dividends declared and paid in property other than cash on a Parent Subordinate Voting Share from the time that the Class A Share was first issued to the effective time of such Liquidation Event, over (B) the aggregate fair market value of all non-cash dividends or other non-cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(c) of this Part II from the time that the Class A Share was first issued to the effective time of such Liquidation Event, plus (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class A Share which have been declared but not yet paid as of the effective time of such Liquidation Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable by means of a check payable at any branch of the bankers of the payor in U.S. dollars or the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of non-cash items having a fair market value equal to the amount of such sum.

The rights of holders of Class A Shares under this Section 4.1 to receive unpaid dividends and distributions shall rank pari passu with the rights of the holders of Class B Shares to receive certain categories of unpaid dividends and distributions (as provided for in subsections (b) and (c) of the definition of Class B Share Consideration) under Section 6.1 of Part I of these share provisions.

#### ARTICLE 5 RECIPROCAL CHANGES, ETC. IN RESPECT OF PARENT SUBORDINATE VOTING SHARES

**5.1** Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan, in the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class A Shares,

(a) issues or distributes Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to the holders of the then outstanding Parent Subordinate Voting Shares, as

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applicable and without duplication, by way of stock dividend or other distribution, other than:

(i) an issue of Parent Subordinate Voting Shares pursuant to a distribution to which Section 2.1(b) applies, or

(ii) an issue of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to holders of Parent Subordinate Voting Shares who exercise an option to receive dividends of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) in lieu of receiving Extraordinary Dividends of cash, provided that the holders of Class A Shares shall receive the same option to either receive cash dividends or distributions pursuant to Section 2.1(a) or receive dividends or distributions of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) or have their Class A Shares adjusted pursuant to Section 2.1(b);

- (b) issues or distributes rights, options or warrants to the holders of the then outstanding Parent Subordinate Voting Shares entitling them to subscribe for or to purchase Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding Parent Subordinate Voting Shares (other than an issuance or distribution pursuant to which Section 2.1(c) applies):

(i) shares or securities of Parent of any class other than Parent Subordinate Voting Shares;

- (ii) rights, options or warrants other than those referred to in Section 5.1(b); or
- (iii) evidences of indebtedness of Parent,

the Corporation will provide at least five Business Days prior notice to the holders of Class A Shares and will ensure that the economic equivalent on a per share basis of such Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares), rights, options, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Class A Shares, all as applicable and without duplication. For the avoidance of doubt, no stock, securities or other assets shall be issued or distributed to the holders of Class A Shares under this Section 5.1 unless an equivalent amount on a per share basis is issued or distributed to the holders of Class B Shares under Section 12.1 of Part I.

**5.2** In the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class A Shares,

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- (a) subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;
- (b) reduces, combines, consolidates or changes the then outstanding Parent Subordinate Voting Shares into a lesser number of Parent Subordinate Voting Shares; or
- (c) reclassifies or otherwise changes the Parent Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the Parent Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent change as effected in respect of the Parent Subordinate Voting Shares shall simultaneously be made to, or in, the rights the holders of the Class A Shares. For the avoidance of doubt, no such change shall be made under this Section 5.2 unless an equivalent change is made under Section 12.2 of Part I. Notwithstanding any other provision in these share provisions, this Article 5 shall not be changed without the approval of the holders of the Class B Shares given in accordance with Section 11.2 of Part I.

#### PART III

#### GENERAL

Notwithstanding any provisions in these Articles of Incorporation or the Exchange Rights Agreement to the contrary, no shareholder shall receive duplicate rights and privileges upon the occurrence of the same event. For example, if an Extraordinary Dividend of cash is declared on the Parent Subordinate Voting Shares after the Closing Date, then the holders of Class B Shares shall receive a comparable cash dividend under Section 3.1 of Part I. They shall not receive a second cash dividend under Section 3.1 of Part I because a cash dividend was also triggered on the Class A Shares under Section 2.1 of Part II arising from the same cash dividend declared on the Parent Subordinate Voting Shares. This prohibition on duplication applies to both the Class B Shares and Class A Shares and with respect to all dividends, distributions, rights offerings, stock splits, consolidations, recapitalization, reorganizations and any other right or privilege applicable to them.

#### EXHIBIT A

#### RETRACTION REQUEST

#### To: CSAC Acquisition AZ Corp. ("Exchangeco")

**THIS NOTICE** is given pursuant to Article 7 of the provisions (the "**Class B Share Provisions**") attaching to the Class B Shares of Exchangeco represented by the certificate attached hereto (the "**Certificate**") and all capitalized words and expressions used in this notice that are defined in the Class B Share Provisions have the meanings ascribed to such words and expressions in such Class B Share Provisions.

**THE UNDERSIGNED** hereby notifies Exchangeco that, subject to the Retraction Call Right referred to below, the undersigned desires to have Exchangeco redeem in accordance with Article 7 of the Class B Share Provisions:

all share(s) represented by the Certificate; or

#### share(s) only represented by the Certificate.

THE UNDERSIGNED hereby notifies Exchangeco that the Retraction Date shall be

NOTE: The Retraction Date must be a Business Day and must not be less than 5 Business Days nor more than 20 Business Days after the date upon which this notice is received by Exchangeco. If no such Business Day is specified above, the Retraction Date shall be deemed to be the 20<sup>th</sup> Business Day after the date on which this notice is received by Exchangeco.

THE UNDERSIGNED acknowledges the overriding Retraction Call Right of Parent to purchase all but not less than all the Retracted Shares from the undersigned and that this notice is and shall deemed to be a revocable offer by the undersigned to sell the Retracted Shares to Parent in accordance with the Retraction Call Right on the Retraction Date for the Retraction Call Purchase Price (as defined in the Exchange Rights Agreement) and on the other terms and conditions set out Article 5 of the Exchange Rights Agreement. This Retraction Request, and this offer to sell the Retracted Shares to Parent, may be revoked and withdrawn by the undersigned only by notice in writing given to Exchangeco at any time before the close of business on the Business Day immediately preceding the Retraction Date.

**THE UNDERSIGNED** acknowledges that if, as a result of solvency requirements or other provisions of applicable law, Exchangeco is unable to redeem all Retracted Shares, the undersigned will be deemed to have exercised the Class B Shareholders' Put Right (as defined in the Exchange Rights Agreement) so as to require Parent to purchase the unredeemed Retracted Shares.

THE UNDERSIGNED hereby represents and warrants to Exchangeco and its Affiliates that the undersigned:

□ is; or □ is not

a Resident. The undersigned acknowledges that in the absence of an indication that the undersigned is a Resident, withholding may be made from amounts payable to the undersigned on the redemption or purchase of the Retracted Shares in accordance with applicable law and Section 13.3 of the Class B Share Provisions.

**THE UNDERSIGNED** hereby represents and warrants to Exchangeco, Parent and their Affiliates that the undersigned has good title to, and owns, the share(s) represented by the Certificate to be acquired by Exchangeco, Parent or any of their Affiliates, as the case may be, free and clear of all liens, hypothecs, claims and encumbrances.

(Date)	(Signature of Shareholder)	(Guarantee of Signature)		
	Please check box if the securities and any check purchase of the Retracted Shares are to be held the principal executive office of Exchangeco, fa check(s) will be delivered by courier to the las appears on the register.	for pick-up by the shareholder at iling which the securities and any		
NOTE:	This panel must be completed and the Certificate, together with such addition documents as Exchangeco may require, must be deposited with Exchangeco. securities and any check(s) resulting from the retraction or purchase of Retracted Shares will be issued and registered in, and made payable to, respective the name of the shareholder as it appears on the register of Exchangeco and securities and any check(s) resulting from such retraction or purchase will delivered to such shareholder as indicated above, unless the form appeal immediately below is duly completed.			
Date:				
	erson in Whose Name Securities or Check(s) stered, Issued or Delivered (please print):			
Street Add	ress or P.O. Box:			
Signature of	of Shareholder:			
City, Provi	nce/State and Postal/Zip Code:			
Signature (	Guaranteed by:			
NOTE:	If this Retraction Request is for less than all Certificate, a certificate representing the ren			

represented by this Certificate will be issued and registered in the name of the shareholder as it appears on the register of Exchangeco.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation, certifying that the facts herein stated are true, this March 16, 2021.

CSAC ACQUISITION AZ CORP.

By: Name: Jonathan Sandelman Its: President

[Amended and Restated Articles of Incorporation of CSAC Acquisition AZ Corp.]

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KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

### **Business Entity - Filing Acknowledgement**

04/28/2022

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2022042702079-2086628 20222283899 Articles of Organization 4/27/2022 2:35:00 PM 2

**Indexed Entity Information:** 

Entity ID: E22839002022-6

Entity Status: Active

Entity Name: CSAC Acquisition Connecticut LLC

Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC.

8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

liona K. Cegevske

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Set 202 Call (17 We	RBARA K. CEGAVSKE cretary of State 2 North Carson Street rson City, Nevada 89701-4201 5) 684-5708 bsite: www.nvsos.gov www.nvsilverflume.gov		20222283899 Filed On 4/27/2022 2:35:00 PM Number of Pages 2
<u>For</u>	mation - Limited-L	iability Comp	bany
	Articles of Organization	NRS 86.544 - Registration of Foreign Limited-Liability Registration of Profession	
TYPE OR PRINT - USE DARK IN	Professional Limited-Liability Company	NRS 86.555 - Foreign Limited-Llability	
1. Name Being Registered in Nevada: (See instructions)	CSAC Acquisition Connecticut LLC		
2. Foreign Entity Name: (Name in home urisdiction)			
3. Jurisdiction of Formation: (Foreign imited-Liability Companies)	3a) Jurisdiction of formation: 3c) I declare this entity is in good standing in		ate formed:
4. Registered Agent for Service of Process*: (Check only the boot	Commercial Registered		Office or Position with Entity (title and address below)
one box)	Name of Registered Agent OR Title of Office or Pr	City	Nevada Zip Code
a. Certificate of Acceptance of Appointment of Registered Agent:	Malling Address (if different from street address) I hereby accept appointment as Registered Ag unable to sign the Articles of Incorporation, sul X	omit a separate signed Registered A plas Nichols, Special Secreta	gent Acceptance form.
5. Management: Domestic Limited-Liability Companies only)	Company shall be managed by: (check one t	xx) X Manager(s) OR	] Member(s)
5. Name and Address of each Manager(s) or	1) Brad Asher	Uni	ted States
Managing Member(s):	Name	Cou	intry
NRS 86 and NRS 86.544, see nstructions)	2601 South Bayshore Dr., Ste. 900	Miami	FL 33133
Name and Address of	[*************************************	City	State Zip/Postal Code
he Original Manager(s) and	2) Name	] [] Cou	ntry
Member(s): (NRS 89, see			
MPORTANT: A certificate from the	Street Address	City	
A certificate from the regulatory board must be submitted showing that each	Street Address	City	State Zip/Postal Code
individual is licensed at the	3) Name	Cou	ato
time of filing.		]	
	Street Address	City	State Zip/Postal Code
7. Dissolution Date: Domesticonly)	Latest date upon which the company is to dis		
This form must be accomp	panied by appropriate fees.		Page 1 of 2 Revised: 1/1/2019

202 City 684	retary of State North Carson Street Carson 7, Nevada 89701-4201 (775) -5708 bsite: www.nvsos.gov www.nvsilverflume.gov	Formation Limited-Liability C Continued, Page 2	ompany
Profession to be Practiced: (NRS 89 only)			
9. Series and/or Restricted Limited- iability Company: Optional)	Check box if a Series Limited- Liability Company	Domestic Limited-Liability Company's The Limited-Liability Company is a Re Limited-Liability Company	s only:
0 Records Office: Foreign Limited-Liability companies)	Address Country	City	State Zip Code
1. Street Address of Principal Office: Foreign Limited-Llability Companies)	Address Country	City	State Zip Code
	Cannot be found or served with is hereby appointed as the Age I declare, to the best of my kno herein is correct and acknowle knowingly offer any false or for Deborah E. Kalstek, Paralegal, c Name 140 Pearl St., Ste. 100 Address X	weldge under penalty of perjury, that the i dge that pursuant to NRS 239.330, it is a d ged instrument for filing in the Office of the /o Hodgson Russ LLP United Buffalo City	e Secretary of State Information contained category C felony to a Secretary of State. I States y <u>NY</u> <u>14202</u> State Zip/Postal Code additional page if necessary)
	2 2		

NV

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5708 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

## **Business Entity - Filing Acknowledgement**

04/28/2022

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2022042702079-2086629 20222283917 Initial List 4/27/2022 2:35:00 PM 2

Indexed Entity Information:

Entity ID: E22839002022-6

Entity Name: CSAC Acquisition Connecticut LLC

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevske

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701–4201 (775) 684–5708 Website: <u>www.nvsos.gov</u> www.nvsilverflume.gov

# Initial List and State Business License Application

CSAC Acquisition Connecticut LLC			
NAME OF ENTITY			
TYPE OR PRINT ONLY - USE DARK IN	NK ONLY - DO NOT HIGHLIGHT		
MPORTANT: Read instructions before completing			
lease indicate the entity type (check only one):		Filed in the Office of	Business Number
Corporation		Bachara K. Cegenste	E22839002022-6 Filing Number
This corporation is publicly trade	d, the Central Index Key number is:		20222283917 Filed On
		Secretary of State State Of Nevada	4/27/2022 2:35:00 PM Number of Pages
Nonprofit Corporation (see nonprofit section	ons below)		2
∠ Limited-Llability Company			
Limited Partnership			
Limited-Liability Partnership			
_ , , ,			
Limited-Liability Limited Partnership (If form	ed at the same time as the Limited Partnership)		
Business Trust			
Additional Officers, Managers, Members, General	Partners, Managing Partners, Trustees or S	Subscribers, may be listed on a	supplemental page.
suant to NRS Chapter 76, this entity is exempt fro ] 001 - Governmental Entity ] 006 - NRS 680B.020 Insurance Co, provide licer	nse or certificate of authority number		
nonprofit entities formed under NRS Chapter 8 fee is \$200.00. Those claiming an exemption under	80: entities without 501(c) nonprofit designa er 501(c) designation must Indicate by check	tion are required to maintain a king box below.	state business license,
Pursuant to NRS Chapter 76, this entity is a 501	(c) nonprofit entity and is exempt from the b		
Exemption code 002			
Exemption code 002 nonprofit entitles formed under NRS Chapter & anization that qualifies as a tax-exempt organizatio se. Please inclicate below if this entity fails under te categories please submit \$200.00 for the state t	81: entities which are Unit-owners' associati n pursuant to 26 U.S.C. § 501(c) are exclut one of these categories by marking the app business license.	on or Religious, charitable, frat ded from the requirement to obl propriate box. If the entity does	ernal or other tain a state business not fall under either of
nonprofit entities formed under NRS Chapter of anization that qualifies as a tax-exempt organizatio se. Please inclicate below if this entity fails under the categories please submit \$200.00 for the state to Unit-owners' Association	81: entities which are Unit-owners' associati on pursuant to 26 U.S.C. § 501(c) are exclur one of these categories by marking the app business license. gious, charitable, fraternal or other organiza suant to 26 U.S.C. § 501(c)		
nonprofit entities formed under NRS Chapter of anization that qualifies as a tax-exempt organizatio se. Please inclicate below if this entity fails under the categories please submit \$200.00 for the state to Unit-owners' Association	gious, charitable, fratemal or other organiza suant to 26 U.S.C. § 501(c) 82 and 80: Charitable Solicitation Informa	tion that qualifies as a tax-exer	
nonprofit entities formed under NRS Chapter &     nization that qualifies as a tax-exempt organizatio     ne. Please indicate below if this entity fails under     e categories please submit \$200.00 for the state t         Unit-owners' Association Relig     purs     nonprofit entities formed under NRS Chapter 8	gious, charitable, fratemal or other organiza suant to 26 U.S.C. § 501(c) 82 and 80: Charitable Solicitation Informa	tion that qualifies as a tax-exer	
nonprofit entities formed under NRS Chapter s     nalzation that qualifies as a tax-exempt organizatio     ne. Please indicate below if this entity fails under     e categories please submit \$200.00 for the state t         Unit-owners' Association Relig     purs     nonprofit entities formed under NRS Chapter 8     s the Organization intend to solicit charitable or tax	gious, charitable, fratemal or other organiza suant to 26 U.S.C. § 501(c) 82 and 80: <u>Charitable Solicitation Informa</u> x deductible contributions?	tion that qualifies as a tax-exer	
nonprofit entitles formed under NRS Chapter f anization that qualifies as a tax-exempt organizatio se. Please indicate below if this entity fails under te categories please submit \$200.00 for the state t Unit-owners' Association Relig purs nonprofit entitles formed under NRS Chapter 8 s the Organization intend to solicit charitable or tax No no additional form is required	gious, charitable, fratemal or other organiza suant to 26 U.S.C. § 501(c) 82 and 80: <u>Charitable Solicitation Informa</u> x deductible contributions? atement <sup>*</sup> is required.	tion that qualifies as a tax-exer	npt organization



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nysos.gov</u> www.nysikverflume.gov

Initial List and State Business License Application - Continued

FRESH	DENT, OR EQUIVALENT OF: Title: Mai	nager
Brad Asher		United States
Name		Country
140 Pearl St., Ste. 100	Buffalo	NY 14202
Address	City	State Zip/Postal Co
CORPORATION, INDICATE THE SECRE	TARY, OR EQUIVALENT OF: Title:	
Namo		Country
Address	City	State Zip/Postal Coo
CORPORATION, INDICATE THE TREASU	URER, OR EQUIVALENT OF: Title:	]
Name		Country
Address	City	State Zip/Postal Cod
Hudibaa		
CORPORATION, INDICATE THE DIRECT	OR:	
	<u>OR</u> :	] [
	<u>OR</u> :	Country
CORPORATION, INDICATE THE DIRECT	<u>OR</u> :	Country

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

Х

04/27/2022

Signature of Officer, Manager, Managing Member, General Partner, Managing Partner, Trustee, Member, Owner of Business, Partner or Authorized Signer FORM WILL BE RETURNED IF UNSIGNED.

Page 2 of 2 Revised: 1/1/2019

NV043 - 8/19/2019 Wolters Kluwer Online

# SECRETARY OF STATE ATE OF NEV AD **DOMESTIC LIMITED-LIABILITY COMPANY (86) CHARTER** I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that CSAC Acquisition Connecticut LLC did, on 04/27/2022, file in this office the original ARTICLES OF ORGANIZATION that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada. IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 04/28/2022. Bouhara K. Cegarste BARBARA K. CEGAVSKE Certificate Secretary of State Number: B202204282621376 You may verify this certificate online at http://www.nvsos.gov

# SECRETARY OF STATE



## NEVADA STATE BUSINESS LICENSE

## **CSAC Acquisition Connecticut LLC**

## Nevada Business Identification # NV20222438300 Expiration Date: 04/30/2023

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202204282621394 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 04/28/2022.

Barbara K. Cegerste

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

### **Business Entity - Filing Acknowledgement**

02/11/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021021001919-1122627 20211230870 Articles of Incorporation-For-Profit 2/10/2021 1:55:00 PM 2

#### **Indexed Entity Information:**

Entity ID: E12308712021-3

Entity Status: Active

Entity Name: CSAC Acquisition FL Corp. Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegavste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

	30-6D10-4C9F-A8FD-5913DB12D8AF SARBARA K. CEGAVSKE iecretary of State 02 North Carson Street arson City, Nevada 89701-4201 775) 684-5708 Vebsite: www.nvsos.gov www.nvsilverflume.gov	Bachara K. (gga Secretary of State State Of Nevada	2021 Filed 2/10 Num 2	g Number 1230870 10 n 2021 1:55:00 PM ber of Pages FOR OFFICE USE ONLY
NRS 78 - Articles of In	Formation - Profit	ign Corporation NRS 8		s of Incorporation oration
	□ 78A Formation - Close	e Corporation		
Articles of Formatio	(Name of Close Corporation MUST app	ear in the below heading)	orporati	on (NRS 78A)
TYPE OR PRINT - USE DARK I	NK ONLY - DO NOT HIGHLIGHT		orporati	IOII (NKS 76A)
1. Name of Entity: (If foreign, name in home jurisdiction)	CSAC Acquisition FL Corp.			
2. Registered Agent for Service	Agent:(name only below) Agent	ncommercial Registered (name and address below)	Office or (title an	Position with Entity ad address below)
of Process: (Check only one box)	Corporate Creations Network Inc.			
	Name of Registered Agent OR Title of Office or Po 8275 South Eastern Avenue #200			
	Street Address	Las Vegas City	Neva	da 89123
		City	Neva	Zip Code
	Mailing Address (if different from street address)	City	Neva	Zip Code
Appointment of Registered Agent: 	unable to sign the Articles of Incorporation, subi X	Nichols, Special Secretar aff of Registered Agent Entity	y	2/10/2021 ate
. Names and				
ddresses of the	1) Sheri Cholodofsky	Ur	ited State	s
	Name 1870 N CR 225		untry	
	1070 H CR 225	Gainesville	FL	32609
rusteesor	Street Address	0.1	State	Zip/Postal Code
rusteesor tockholders IRS 78: Board of Directors/	Street Address	City	otato	
rusteesor stockholders JRS 78: Board of Directors/ rustees is required. RS 78a: Required if the Close orporation is governed by a	Street Address 2) Name		untry	
rusteesor itockholders IRS 78: Board of Directors/ rustees is required. RS 78a: Required if the Close orporation is governed by a pard of directors. RS 89: Required to have the riginal stockholders and rectors. A certificate from the	2) Name Street Address			Zip/Postal Code
Tusteesor itockholders NRS 78: Board of Directors/ rustees is required. RS 78a: Required if the Close orporation is governed by a pard of directors. RS 89: Required to have the riginal stockholders and rectors. A certificate from the gulatory board must be binitted showing that each dividual is licensed at the time	2) Name	Cor	untry	Zip/Postal Code
Tusteesor itockholders NRS 78: Board of Directors/ rustees is required. RS 78a: Required if the Close orporation is governed by a pard of directors. RS 89: Required to have the riginal stockholders and rectors. A certificate from the gulatory board must be binitted showing that each dividual is licensed at the time	2) Name Street Address 3)	City	State	
Tusteesor itockholders IRS 78: Board of Directors/ rustees is required. RS 78: Required if the Close orporation is governed by a pard of directors. RS 89: Required to have the righnal stockholders and rectors. A certificate from the guilatory board must be binnitted showing that each dividual is licensed at the time filling. See instructions) 5. Jurisdiction of ncorporation: (NRS	2) Name Street Address 3) Name	City City City 5b. I declare this entiti	untry State untry State y is in good	Zip/Postal Code
Board of Directors/ Trusteesor Stockholders NRS 78: Board of Directors/ rustees is required. NRS 78: Required if the Close forporation is governed by a oard of directors. NRS 88: Required to have the riginal stockholders and rectors. A certificate from the guilatory board must be dividual is licensed at the time filling. See instructions) 5. Jurisdiction of Incorporation: (NRS 80only) this form must be accomp 6/2019 Wolters Kluwer Online	2) Name Street Address 3) Name Street Address	City City City 5b. I declare this entiti	untry State untry State y is in good	Zip/Postal Code

6. Benefit Corporation: (For NRS 78, NRS 78A, and NRS 89, optional. See instructions.) 7. Purpose/Profession to be practiced: (Required for NRS 80, NRS 85 and any entity selecting Benefit Corporation. See instructions.) 8. Authorized Shares: (Number of shares corporation is authorized to issue) 9. Name and Signature of: Officer making the statement or Authorized Signer for NRS 80. Name, Address and Signature of the Incorporator for NRS 78, 78A, and 89. NRS 89 -	Number of Authorized shares with Par Number of Authorized shares with Par Number of Common shares with Par Number of Preferred shares with Par Number of shares with no par value: If more than one class or series of stock I declare, to the best of my km herein is correct and acknowl	o NRS Chapter 78B with fit. The purpose for whic the below purpose field. value: 75,000,000 alue: value: is authorized, please attach the owledge under penalty of edge that pursuant to NE	Par value: \$ .0001 Par value: \$
to be practiced: (Required for NRS 80, NRS 85 and any entity selecting Benefit Corporation. See Instructions.) 8. Authorized Shares: (Number of shares corporation is authorized to issue) 9. Name and Signature of: Officer making the statement or Authorized Signer for NRS 80. Name, Address and Signature of the Incorporator for NRS 78,	Number of Authorized shares with Par Number of Common shares with Par Number of Preferred shares with Par Number of shares with no par value: If more than one class or series of stock I declare, to the best of my kn herein is correct and acknowl knowingly offer any false or fo	alue: value: is authorizod, please attach the owledge under penalty o edge that pursuant to NF	Par value: \$ Par value: \$ information on an additional sheet of paper.
Shares: (Number of shares corporation is authorized to issue) 9. Name and Signature of: Officer making the statement or Authorized Signer for NRS 80. Name, Address and Signature of the Incorporator for NRS 78,	Number of Common shares with Par v Number of Preferred shares with Par Number of shares with no par value: If more than one class or series of stock I declare, to the best of my kn herein is correct and acknowl knowingly offer any false or for	alue: value: is authorizod, please attach the owledge under penalty o edge that pursuant to NF	Par value: \$ Par value: \$ information on an additional sheet of paper.
Signature of: Officer making the statement or Authorized Signer for NRS 80. Name, Address and Signature of the Incorporator for NRS 78,	I declare, to the best of my kn herein is correct and acknowl knowingly offer any false or fo	owledge under penalty o	of periury that the information contain
Name, Address and Signature of the Incorporator for NRS 78,	Deborah E Kalatak Innon	gee met antent for ming	RS 239.330, it is a category C felony to in the Office of the Secretary of State
	Name 140 Pearl St., Ste. 100 Address A	Buffalo	United States Country NY 14202
Each Organizer/ Incorporator must be a licensed professional.	× Nelorah ? Ka		State Zip/Postal Code (attach additional page if necessar MPANY THIS FILING
the state of the s	Please include any required or		
This form must be accompar			

# SECRETARY OF STATE



# **DOMESTIC CORPORATION (78) CHARTER**

I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that **CSAC Acquisition FL Corp.** did, on 02/10/2021, file in this office the original ARTICLES OF INCORPORATION-FOR-PROFIT that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.



Certificate Number: B202102111424111 You may verify this certificate online at <u>http://www.nvsos.gov</u> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 02/11/2021.

Barbara K. Cegerste

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

## **Business Entity - Filing Acknowledgement**

02/11/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021021001919-1122628 20211230892 Initial List 2/10/2021 1:55:00 PM 2

Indexed Entity Information:

Entity ID: E12308712021-3

Entity Status: Active

Entity Name: CSAC Acquisition FL Corp. Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

### DocuSign Envelope ID: 27F6FC30-6D10-4C9F-A8FD-5913DB12D8AF



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> www.nvsilverflume.gov

# Initial List and State Business License Application

CSAC Acquisition FL Corp.	and a second second difference of the	
NAME OF ENTITY		
TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT		
IMPORTANT: Read instructions before completing and returning this form.		
Please indicate the entity type (check only one):	-	
X Corporation	Filed in the Office of	Business Number E12308712021-3
This corporation is publicly traded, the Central Index Key number is:	Bachara K. Cegerste	Filing Number 20211230892
	Secretary of State State Of Nevada	Filed On 2/10/2021 1:55:00 PM Number of Pages
Nonprofit Corporation (see nonprofit sections below)		2
Limited-Liability Company		
Limited Partnership		
Limited-Liability Partnership		
Limited-Liability Limited Partnership (If formed at the same time as the Limited Partnership)		
Business Trust		
Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or	Subseries may be listed -	
ursuant to NRS Chapter 76, this entity is exempt from the business license fee. 001 - Governmental Entity 006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number		1
or nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit design e fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by che	ation are required to maintair	a state business license,
Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the Exemption code 002	business license fee.	
Example tode 602		fraternal or other
or nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associated ganization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclusions presse indicate below if this entity fails under one of these categories by marking the agrees categories please submit \$200.00 for the state business license.	tion or Religious, charitable, uded from the requirement to opropriate box. If the entity de	obtain a state business bes not fall under either of
or nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associa ganization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclu- ense. Please indicate below if this entity fails under one of these categories by marking the ar- ese categories please submit \$200.00 for the state business license.	aded from the requirement to oppopriate box. If the entity de ation that qualifies as a tax-e.	obtain a state business bes not fall under either of xempt organization
or nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associa ganization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclu- ense. Please indicate below if this entity fails under one of these categories by marking the ar- ese categories please submit \$200.00 for the state business license. Unit-owners' Association Religious, charitable, fratemal or other organiz- pursuant to 26 U.S.C. § 501(c)	aded from the requirement to oppopriate box. If the entity de ation that qualifies as a tax-e.	obtain a state business bes not fall under either of xempt organization
or nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associa ganization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclu- ense. Please indicate below if this entity fails under one of these categories by marking the ar- ese categories please submit \$200.00 for the state business license.	aded from the requirement to oppopriate box. If the entity de ation that qualifies as a tax-e.	obtain a state business bes not fall under either of xempt organization
or nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associa ganization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclu- ense. Please indicate below if this entity fails under one of these categories by marking the ar- ese categories please submit \$200.00 for the state business license. Unit-owners' Association Religious, charitable, fraternal or other organiz- pursuant to 26 U.S.C. § 501(c) or nonprofit entities formed under NRS Chapter 82 and 80: <u>Charitable Solicitation Inform</u> pers the Organization Intend to solicit charitable or tax deductible contributions?	aded from the requirement to oppopriate box. If the entity de ation that qualifies as a tax-e.	obtain a state business bes not fall under either of xempt organization
or nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associa ganization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclu- ense. Please indicate below if this entity fails under one of these categories by marking the ar- ese categories please submit \$200.00 for the state business license. Unit-owners' Association Religious, charitable, fraternal or other organiz- pursuant to 26 U.S.C. § 501(c) or nonprofit entities formed under NRS Chapter 82 and 80: <u>Charitable Solicitation Inform</u> No – no additional form is required	uded from the requirement to opropriate box. If the entity de ation that qualifies as a tax-e: ation - check applicable bo	obtain a state business bes not fall under either of xempt organization
or nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associal ganization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclu- ense. Please indicate below if this entity fails under one of these categories by marking the ar- ese categories please submit \$200.00 for the state business license. Unit-owners' Association Religious, charitable, fraternal or other organization pursuant to 26 U.S.C. § 501(c) or nonprofit entities formed under NRS Chapter 82 and 80: Charitable Solicitation Inform pes the Organization intend to solicit charitable or tax deductible contributions? No – no additional form is required Yes – the "Charitable Solicitation Registration Statement" is required. The Organization claims exemption pursuant to NRS 82A.210 - the "Exemption From Charit required	Ided from the requirement to opropriate box. If the entity de ation that qualifies as a tax-e: ation - check applicable bo	obtain a state business bes not fall under either of xempt organization <u>X</u> Statement <sup>*</sup> is
ber nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associal ganization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclu- ense. Please indicate below if this entity fails under one of these categories by marking the ar- ese categories please submit \$200.00 for the state business license. Unit-owners' Association Retiglous, charitable, fratemal or other organiz- pursuant to 26 U.S.C. § 501(c) r nonprofit entities formed under NRS Chapter 82 and 80: Charitable Solicitation Inform bes the Organization intend to solicit charitable or tax deductible contributions? No – no additional form is required Yes – the "Charitable Solicitation Registration Statement" is required.	Ided from the requirement to opropriate box. If the entity de ation that qualifies as a tax-e: ation - check applicable bo	obtain a state business bes not fall under either of xempt organization <u>X</u> Statement <sup>*</sup> is
or nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associal ganization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclu- ense. Please indicate below if this entity fails under one of these categories by marking the ar- ese categories please submit \$200.00 for the state business license. Unit-owners' Association Religious, charitable, fraternal or other organization pursuant to 26 U.S.C. § 501(c) or nonprofit entities formed under NRS Chapter 82 and 80: Charitable Solicitation Inform pes the Organization intend to solicit charitable or tax deductible contributions? No – no additional form is required Yes – the "Charitable Solicitation Registration Statement" is required. The Organization claims exemption pursuant to NRS 82A.210 - the "Exemption From Charit required	Ided from the requirement to opropriate box. If the entity de ation that qualifies as a tax-e: ation - check applicable bo	obtain a state business bes not fall under either of xempt organization <u>X</u> Statement <sup>*</sup> is



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> www.nvsilverflume.gov

# Initial List and State Business License Application - Continued

## Officers, Managers, Members, General Partners, Managing Partners or Trustees:

		Unite	ed State	s
Name		Cour	ntry	
18770 N CR 225	Gainsville		FL	32609
Address	City	and the second second second	State	Zip/Postal Code
CORPORATION, INDICATE THE SECRETARY, OR EQU	JIVALENT OF: Title:			
Name		Coun	trv	
		Coun		
Address	City		State	Zip/Postal Code
CORPORATION, INDICATE THE TREASURER, OR EQU	JIVALENT OF: Title:			
Name		Cours		
		Coun	uy	[]
Address	City		State	Zip/Postal Code
CORPORATION, INDICATE THE DIRECTOR:				
				1
Name		Count	nv.	
		Court	. y	
Address	City		State	Zip/Postal Code
one of the officers or directors identified in the list of offic	ers has been identified with th	e fraudulen	t intent	of concealing
one of the officers or directors identified in the list of offic ne identity of any person or persons exercising the power onduct.	ers has been identified with th or authority of an officer or dir	e fraudulen ector in furi	t intent heranc	of concealing te of any unlawful
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Adeclare, to the best of my knowledge under penalty of perj knowledge that pursuant to NRS 239.330, it is a category the Office of the Secretary of State.	or authority of an officer or dir ury, that the information conta C felony to knowingly offer any President/CEO	ector in fur	is corr rged in	e of any unlawful ect and strument for filing 2/9/2021

# SECRETARY OF STATE



# NEVADA STATE BUSINESS LICENSE

**CSAC** Acquisition FL Corp.

## Nevada Business Identification # NV20212015103 Expiration Date: 02/28/2022

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202102111424138 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 02/11/2021.

Barbara K. Cegerste

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings

## STATE OF NEVADA



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

## **Business Entity - Filing Acknowledgement**

05/18/2022

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2022051802301-2131164 20222328074 Amended and Restated Articles 5/18/2022 8:26:00 AM 33

#### **Indexed Entity Information:**

Entity ID: E16015672021-9

Entity Status: Active

Entity Name: CSAC Acquisition IL Corp. Expiration Date: None

Commercial Registered Agent CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Filed in the Office of	Business Number
A n nr .	E16015672021-9
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Secretary of State	Filed On
State Of Nevada	5/18/2022 8:26:00 AM
State Of Nevada	Number of Pages
	33

# **Profit Corporation:**

# Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390) Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

I. Entity information:				
	CSAC ACQUISITION IL CORP.			
	Entity or Nevada Business Identification Number (NVID): NV20212169978			
2. Restated or Amended and Restated Articles: (Select one) (If <u>amending and</u> restating only, complete section 1,2 3, 5 and 6)	<ul> <li>Certificate to Accompany Restated Articles or Amended and Restated Articles</li> <li>Restated Articles - No amendments; articles are restated only and are signed by ar officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:</li> <li>The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.</li> <li>Amended and Restated Articles</li> <li>* Restated or Amended and Restated Articles must be included with this filing type.</li> </ul>			
3. Type of Amendment Filing	Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)			
Being Completed: Select only one box)	The undersigned declare that they constitute at least two-thirds of the following:			
If amending, complete	(Check only one box) incorporators board of directors			
section 1, 3, 5 and 6.)	of the corporation has been issued			
ection 1, 3, 5 and 6.)	of the corporation has been issued  Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)  The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 100%			
section 1, 3, 5 and 6.)	of the corporation has been issued  Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)  The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions			
section 1, 3, 5 and 6.)	of the corporation has been issued  Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)  The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 100%  Officer's Statement (foreign qualified entities only) -			



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

# Profit Corporation:

## Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390) Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030)

Fime: (Optional) 5. Information Being Changed: (Domestic corporations only)	Changes to takes the following effect:	an 90 days after the certificate is filed)		
Changed: (Domestic	The entity name has been amende	d.		
	,	d.		
	The registered agent has been cha			
		nged. (attach Certificate of Acceptance from new		
	registered agent)			
	The purpose of the entity has been			
	X The authorized shares have been a			
	The directors, managers or general partners have been amended.			
S	IRS tax language has been added.			
	Articles have been added.			
	Articles have been deleted.			
	Other.			
	The articles have been amended as follows: (provide article numbers, if available)			
	(attach addition	nal page(s) if necessary)		
6. Signature:	X Jon 200-	President		
(Required)	Signature of Officer or Authorized Signer	Title		
	X	_		
	Signature of Officer or Authorized Signer	Title		
	any class or series of outstanding shares, then th the affirmative vote otherwise required, of the hol	ge any preference or any relative or other right given to the amendment must be approved by the vote, in addition to ders of shares representing a majority of the voting power and regardless to limitations or restrictions on the voting		
F	Please include any required or optional in			
	(attach additional page(s) if r	lecessary)		

#### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CSAC ACQUISITION IL CORP.

CSAC Acquisition IL Corp. (the "Corporation"), a Nevada corporation, hereby amends and restates its Articles of Incorporation to embody in one document its original articles and the subsequent amendments thereto, pursuant to Sections 78.390 and 78.403 of the Nevada Revised Statutes (the "NRS").

These Amended and Restated Articles of Incorporation (these "Articles of Incorporation") were approved and adopted by the board of directors of the Corporation (the "Board of Directors") by written consent on May 16, 2022. Upon the recommendation of the Board, the sole shareholder of the Corporation, holding all of the voting power, approved and adopted these Articles of Incorporation by written consent on May 16, 2022. As a result, these Articles of Incorporation were authorized and adopted in accordance with the NRS.

These Articles of Incorporation correctly set forth the text of the Corporation's Articles of Incorporation as amended up to and by these Articles of Incorporation.

1.1 Name. The name of the Corporation is CSAC Acquisition IL Corp.

**1.2Registered Office and Registered Agent** . The Corporation may, from time to time, in the manner provided by law, change the registered agent and registered office within the State of Nevada. The Corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Nevada.

1.3 Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Nevada.

**1.4Authorized Capital** . The total number of all classes of stock which the Corporation shall have the authority to issue is 210,000,000 common shares, \$0.000001 par value, of which 110,000,000 shares are hereby designated Class A voting non-exchangeable common shares, \$0.000001 par value, and 100,000,000 shares are hereby designated Class B non-voting exchangeable common shares, \$0.000001 par value. Effective upon the filing of this Articles of Incorporation, as the same may be amended from time to time, each issued and outstanding share of Common Stock, \$0.000001 par value, shall be reconstituted automatically and without any further action by the Corporation or any of the Corporation's stockholders into one share of Class A voting non-exchangeable common shares, \$0.000001 par value. Such reconstitutes shall not affect any Class B Shares issued after the Articles of Incorporation are filed.

1.5 Bylaws. The Board of Directors is expressly authorized to adopt, amend or repeal bylaws of the Corporation (the 'Bylaws').

**1.6Limitation of Directors' Liability; Indemnification** . The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent permitted by law. The Corporation is authorized to indemnify (and advance expenses to) its directors and officers to the fullest extent permitted by law. Neither the amendment, modification or repeal of these Articles of Incorporation nor the adoption of any provision in these Articles of Incorporation inconsistent with these Articles of Incorporation shall adversely affect any right or protection of a director or officer of the Corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

**1.7** Elections of Directors. The Board of Directors shall be elected or appointed in such manner as shall be provided in the Bylaws, as amended from time to time. Except as otherwise fixed or provided for pursuant to the provisions of these Articles of Incorporation, including any certificate of designation relating to any series of preferred stock, the number of directors may be changed from time to time in the manner provided in the Bylaws.

**1.8** Additional Terms. Part I (Class B Share Provisions), Part II (Class A Share Provisions) and Part III (General) and Exhibit A (Retraction Request), attached hereto, form a part of these Articles of Incorporation for all purposes.

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#### PART I

#### **CLASS B SHARE PROVISIONS**

The Class B Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### ARTICLE 1

#### **INTERPRETATION**

**1.1 Definitions**. In these share provisions, the following terms shall have the following meanings:

"Additional Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Affiliate" has the meaning ascribed thereto in the Business Corporations Act (British Columbia), as amended, but the holders of Class B Shares that are parties to the Exchange Rights Agreement shall not be deemed to be Affiliates of Parent or the Corporation.

"Appraiser" has the meaning ascribed thereto in Section 3.5.

"Board of Directors" means the Board of Directors of the Corporation.

"Business Day" means any day except Saturday, Sunday or any day on which banks are generally not open for business in the City of Toronto, Ontario or the City of New York, New York.

"Canadian Dollar Equivalent" means in respect of an amount expressed in US Dollars at any date, the product obtained by multiplying:

(a) the US Dollar amount by,

(b) the average US Dollar/Canadian Dollar daily exchange rate as published by the Bank of Canada for the period of five Business Days prior to the date of conversion.

"Cash Dividend Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Class A Shares" means the Class A voting non-exchangeable common shares in the capital of the Corporation and any other securities into which such shares may be changed.

"Class B Share Consideration" means, with respect to each Class B Share, for any acquisition, redemption or retraction of, or distribution of assets of the Corporation in respect of the Class B Share (any such event, "Exchange Event") the aggregate of the following:

- (a) one Parent Subordinate Voting Share; plus
- (b) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class B Share under Section 3.1(a) of this Part I prior to or at the effective time of any Exchange Event, the excess, if any, of (A) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share prior to or at the effective time of such Exchange Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by the Corporation on the Class B Share under Section 3.1(a) of this Part I prior to or at the effective time of such Exchange Event, plus (ii) the amount of any cash dividends or other cash distributions (other than Corresponding Dividends) on the Class B Share which have been declared (or required to have been declared) but not yet paid as of the effective time of such Exchange Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable in U.S. dollars or (only if payable to a holder of Class B Shares who is a Canadian resident) the Canadian Dollar Equivalent by means of a check payable at any branch of the bankers of the payor (such sum, the "Cash Dividend Amount"); plus
- (c) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class B Share under Section 3.1(c) of this Part I prior to or at the effective time of any such Exchange Event, the excess, if any, of (A) the aggregate fair market value when declared or issued of all declared and paid non-cash dividends or other non-cash distributions by Parent on a Parent Subordinate Voting Share prior to or at the effective time of such Exchange Event, over (B) the aggregate fair market value of all non-cash dividends or other non-cash distributions declared and paid by the Corporation on the Class B Share under Section 3.1(c) of this Part I prior to or at the effective time of such Exchange Event, <u>plus</u> (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions (other than Corresponding Dividends) on the Class B Share which have been declared (or required to have been declared) but not yet paid as of the effective time of such Exchange Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable by means of a check payable at any branch of the bankers of the payor in U.S. dollars or (only if payable to a holder of Class B Shares who is a Canadian resident) the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of non-cash items having a fair market value equal to the amount of such sum (such sum (such sum, the "Non-Cash Dividend Amount" and together with the Cash Dividend Amount, the "Additional Amount");

provided that such consideration shall be paid less any amounts on account of tax properly withheld in accordance with Section 13.3. For greater certainty, in no event shall a holder of Class B Shares be entitled to receive or demand any consideration in connection with the acquisition, redemption, or retraction of, or distribution of the assets of the Corporation in respect of, any Class B Shares, other than the Class B Share Consideration payable in accordance with Article 5.

"Class B Shareholders' Put Right" means the right of the holders of Class B Shares to require Parent to purchase all or any part of the Class B Shares held by such holder of Class B Shares, as more particularly described in, and in accordance with, the Exchange Rights Agreement.

"Class B Shares" mean the Class B non-voting exchangeable common shares in the capital of the Corporation, having the rights, privileges, restrictions and conditions set forth herein.

"Closing Date" has the meaning ascribed thereto in the Purchase Agreement.

"Code" means the Internal Revenue Code of 1986, as amended.

"Constating Documents" means the articles of incorporation, including for the avoidance of doubt Part I, Part II, Part III and Exhibit A thereto, and bylaws of the Corporation, as amended from time to time.

"Control Transaction" means any of the following:

- (a) any person or group of persons acting jointly or in concert (within the meaning of National Instrument 62-104 *Take-Over Bids and Special Transactions*) ("NI 62~104") acquires, directly or indirectly, control (as defined in NI 62-104) of Parent;
- (b) the shareholders of Parent shall have approved a merger, consolidation, recapitalization or reorganization of Parent, or, if shareholder approval is not sought or obtained, any such transaction shall have been consummated, in either case other than any such transaction which would result in at least 50% of the total voting power represented by the voting securities of the resulting entity outstanding immediately after such transaction being beneficially owned by holders of outstanding voting securities of Parent immediately prior to the transaction, with the voting power of each such continuing holder relative to such other continuing holders being not altered substantially in the transaction; or
- (c) the shareholders of Parent shall approve an agreement for the sale or disposition by Parent of all or substantially all of Parent's consolidated assets, except for the transfer of assets to a subsidiary of Parent;

"Corporation" means CSAC Acquisition IL Corp., a corporation organized under the laws of the State of Nevada and any successor corporation.

"Corresponding Dividend" has the meaning ascribed thereto in Section 3.1.

"Dispute Notice" has the meaning ascribed thereto in Section 3.5.

"Exchange Rights Agreement" means the exchange rights agreement among Parent, the Corporation and each holder of Class B Shares setting out the terms and conditions relating to the exchange of the Class B Shares for Parent Subordinate Voting Shares, as it may be amended from time to time.

"Governmental Entity" means (i) any multinational, federal, provincial, state, territorial, regional, municipal, local or other government, governmental or public department, central bank, court, tribunal, arbitral body, commission, board, bureau or agency, domestic or foreign, (ii) any subdivision, agent, commission, board, or authority of any of the foregoing, or (iii) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing.

"holder" means, when used with reference to the Class B Shares, the holders of Class B Shares shown from time to time in the register maintained by or on behalf of the Corporation in respect of the Class B Shares.

"Insolvency Event' means the institution by the Corporation of any proceeding to be adjudicated a bankrupt or insolvent or to be liquidated, dissolved or wound-up. or the consent of the Corporation to the institution of bankruptcy, insolvency, liquidation, dissolution or winding up proceedings against it, or the filing of a petition, answer or consent seeking liquidation, dissolution or winding up under any bankruptcy, insolvency or analogous laws in any jurisdiction, and the failure by the Corporation to contest in good faith any such proceedings instituted by any Person other than the Corporation commenced in respect of the Corporation within 30 days of becoming aware thereof, or the consent by the Corporation to the filing of any such petition or to the appointment of a receiver, or the making by the Corporation of a general assignment for the benefit of creditors, or the admission in writing by the Corporation of its inability to pay its debts generally as they become due, or the Corporation not being permitted, pursuant to solvency requirements of applicable law, to purchase any Retracted Shares pursuant to these share provisions.

"Liquidation Amount" has the meaning ascribed thereto in Section 6.1.

"Liquidation Call Right" means the overriding right of Parent, in the event of and notwithstanding the proposed liquidation, dissolution or winding-up of the Corporation pursuant to Article 6, to purchase from all, but not less than all, of the holders of Class B Shares (other than any holder of Class B Shares which is an Affiliate of Parent) on the Liquidation Date all, but not less than all, of the Class B Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

"Liquidation Date" has the meaning ascribed thereto in Section 6.1.

"Majority Holders" " has the meaning ascribed thereto in Section 3.5.

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"Non-Cash Dividend Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Parent" means Ayr Wellness Inc., a corporation organized under the laws of the Province of British Columbia, and any successor corporation.

"Parent Distribution Declaration Date" means the date on which the Board of Directors of Parent declares any dividend or other distribution on the Parent Subordinate Voting Shares.

"Parent Subordinate Voting Shares" means the subordinate voting shares of Parent and shall include the Restricted Voting Shares (as defined in the Parent's articles, as amended) and the Limited Voting Shares (as defined in the Parent's articles, as amended), and any such other securities into which such shares may be converted or for which such shares may be exchanged.

"Person" includes any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate, corporate, unincorporated association or organization, Governmental Entity, syndicate or other entity, whether or not having legal status.

"Purchase Agreement" means the Equity Purchase Agreement, dated July 19, 2021, by and among, *inter alia*, Parent, the Corporation, Herbal Remedies Dispensaries, LLC and Robert J. Lansing, as amended or amended and restated from time to time.

"**Redemption Call Right**" means the overriding right of Parent, notwithstanding the proposed redemption of the Class B Shares by the Corporation pursuant to Article 8, to purchase from all but not less than all of the holders of Class B Shares (other than any holder of Class B Shares which is an Affiliate of Parent) on the Redemption Date all but not less than all of the Class B Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

"**Redemption Date**" means the date, if any, established by the Board of Directors in connection with the occurrence of a Redemption Event, for the redemption by the Corporation of all but not less than all of the outstanding Class B Shares pursuant to Article 8 in accordance with the terms hereof; *provided, however*, that the Redemption Date, if established, shall not be later than thirty (30) days after the occurrence of such Redemption Event (except in the case of a Redemption Event set forth in clause (d) of the definition thereof, in which case the Redemption Date shall occur not later than thirty (30) days after the Corporation's delivery of the Shareholder Redemption Notice, subject to Section 8.2).

"Redemption Event" means (a) the occurrence of a Control Transaction, (b) the occurrence of an Insolvency Event, (c) the day upon which U.S. tax legislation is amended and becomes effective such that all Resident holders of Class B Shares may receive Parent Subordinate Voting Shares in exchange for their Class B Shares on a tax deferred basis for U.S. income tax purposes, or (d) it is the seventh anniversary of the Closing Date or any date thereafter.

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"Redemption Notice" has the meaning ascribed thereto in Section 8.2.

"Redemption Price" has the meaning ascribed thereto in Section 8.1.

"Resident" means a Person who is a resident of the United States for purposes of the Code or, if a partnership, all of whose partners are Residents.

<sup>&</sup>quot;Retracted Shares" has the meaning ascribed thereto in Section 7.1(a).

"Retraction Call Right" has the meaning ascribed thereto in Section 7.1(c).

"Retraction Date" has the meaning ascribed thereto in Section 7.1(b).

"Retraction Price" has the meaning ascribed thereto in Section 7.1.

"Retraction Request" has the meaning ascribed thereto in Section 7.1.

"Shareholder Redemption Notice" has the meaning ascribed thereto in Section 8.2(b).

**1.2** Headings; Article and Section References. The division of these share provisions into Articles, Sections and other portions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of these share provisions. Unless otherwise indicated, all references to an "Article" or "Section" followed by a number and/or a letter refer to the specified Article or Section of these share provisions. Unless otherwise specified or required by context, the terms "these share provisions", "hereof", "herein" and "hereunder" and similar expressions refer to these Class B Share provisions and the Class A Share provisions and not to any particular Article, Section or other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

1.3 Number and Gender. Words importing the singular number only shall include the plural and vice versa. Words importing any gender shall include all genders.

**1.4 Business Days.** If any date on which any action is required to be taken under these share provisions is not a Business Day, such action shall be required to be taken on the next succeeding Business Day.

#### ARTICLE 2 RANKING OF CLASS B SHARES

2.1 Ranking. Except for the exchange features and related rights of the Class B Shares and the fact that the Class B Shares are non-voting, the Class B Shares shall rank pari passu with the Class A Shares.

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#### ARTICLE 3 DIVIDENDS

**3.1 Dividends**. A holder of a Class B Share shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A holder of a Class B Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Class B Share equivalent to each dividend or other distribution declared on each Class A Share. Without limiting the foregoing, a holder of a Class B Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, on each Parent Distribution Declaration Date declare, a dividend or other distribution on each Class B Share e (each, a "Corresponding Dividend"):

- (a) in the case of a cash dividend or distribution declared on the Parent Subordinate Voting Shares, in an aggregate amount in cash for each Class B Share as is equal in U.S. dollars, or (only if payable to a holder of Class B Shares who is a Canadian resident) the Canadian Dollar Equivalent thereof on the Parent Distribution Declaration Date, in each case, to the per share cash dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable and without duplication;
- (b) in the case of a stock dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Closing Date to be paid in Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), by the issue or transfer by the Corporation of such number of Class B Shares for each Class B Share as is economically equal to the number of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent) to be paid on each Parent Subordinate Voting Share, as applicable and without duplication unless in lieu of such stock dividend or distribution the Corporation elects to effect a corresponding and contemporaneous and economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) subdivision of the outstanding Class B Shares; or
- (c) in the case of a dividend or distribution declared on the Parent Subordinate Voting Shares to be paid in property other than (i) cash, (ii) Parent Subordinate Voting Shares, (iii) other equity securities of Parent or (iv) securities convertible for or exchangeable into equity securities of Parent, in such type and amount of property for each Class B Share as is the same as or economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) to the type and aggregate amount of property declared as a dividend or distribution on the Parent Subordinate Voting Shares, as applicable and without duplication.

Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Class B Shares pursuant to this Section 3.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law.

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Notwithstanding any other provision of these share provisions, no dividend shall be paid by the Corporation on the Class B Shares unless an equal per share dividend is paid by Parent on the Parent Subordinate Voting Shares and vice versa, and if a dividend is paid by the Corporation on the Class A Shares an equal per share dividend, must also be paid by the Corporation on the Class B Shares and by the Parent on the Parent Subordinate Voting Shares and by the Parent on the Parent Subordinate Voting Shares with no entitlement of the Class B Shares to a Corresponding Dividend in respect of the latter.

**3.2** Payment of Dividends. Checks of the Corporation payable at par at any branch of the bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Section 3.1(a) and the sending of such a check to each holder of a Class B Share, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the holder of Class B Shares shall be issued or transferred in respect of any stock dividends or distributions of Class B Shares contemplated by Section 3.1(b) and the sending of such a certificate to each holder of a Class B Share, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Class B Shares represented thereby. Such other type and amount of property in respect of any dividends or distributions contemplated by Section 3.1(c) shall be paid, issued, distributed or transferred by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution or transfer thereof by the Corporation to each holder of a Class B Share shall satisfy the dividend or distribution or other legal process against the Corporation any dividend or distribution

that is represented by a check that, if received by such holder, has not been duly presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

**3.3Record and Payment Dates** . The record date for the determination of the holders of Class B Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Class B Shares under Section 3.1 shall be the same dates as the record date and payment date, respectively, for the corresponding dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable.

3.4 Inability to Pay Dividends. If on any payment date for any dividends or distributions declared on the Class B Shares under Section 3.1 due to solvency requirement of the provisions of applicable law, the dividends or distributions are not paid in full on all of the Class B Shares then outstanding, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property properly to make payment of such dividend or distribution in satisfaction of such solvency requirements and in compliance with such applicable law.

**3.5Determination of Economic Equivalence** . The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2, and shall provide the holders of Class B Shares with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2. Notwithstanding anything to the contrary in these share provisions, within (10) Business Days following the delivery of the written determination of economic equivalence to the holders of Class B Shares, the holders of at least a majority of the then outstanding Class B Shares (the "Majority Holders") may dispute such determination by written notice to the Board of Directors (the "Dispute Notice"). If the Dispute Notice is so given, the Majority Holders, on the one hand, and the Board of Directors, on the other hand, shall jointly select an appraiser which shall be an independent, nationally recognized firm of chartered professional accountants (the "Appraiser") who shall determine the economic equivalence; provided, however, that if the Majority Holders and the Board of Directors cannot agree upon a single appraiser, KPMG shall be the Appraiser for purposes of this Section 3.5. The Appraiser shall conduct such independent procedures and investigations as the Appraiser shall deem necessary in order to form an opinion as to the economic equivalence and shall give written notice within thirty (30) days of its appointment as Appraiser of its determination to the holders of Class B Shares and the Board of Directors. Such determination shall be final and binding upon the Class B Shareholders and the Corporation, absent manifest error. The fees of the Appraiser shall be borne by the holders of Class B Shares, on the one hand, and the Corporation, on the other hand, in such amount(s) as will be determined by the Appraiser based on the proportion that the aggregate dollar amount of disputed items submitted to the Appraiser that is unsuccessfully disputed by the Majority Holders, on the one hand, or the Corporation, on the other hand, as determined by the Appraiser, bears to the total amount of such disputed items so referred to the Appraiser for resolution.

#### ARTICLE 4 CERTAIN RESTRICTIONS

**4.1 Certain Restrictions.** So long as any of the Class B Shares are outstanding, the Corporation shall not at any time without, but may at any time with, the approval of the holders of Class B Shares given as specified in Section 11.2:

- (a) amend the Constating Documents; or
- (b) initiate the voluntary liquidation, dissolution or winding-up of the Corporation nor take any action or omit to take any action that is designed to result in the liquidation, dissolution or winding-up of the Corporation.

#### ARTICLE 5 PAYMENT OF THE CLASS B SHARE CONSIDERATION

**5.1Payment of the Class B Share Consideration**. For all purposes of these rights, privileges, restrictions and conditions attaching to the Class B Shares, payment of the Class B Share Consideration (including payment of the Additional Amount, if any) in respect of each Class B Share shall be made by causing to be issued or transferred to each holder of such Class B Share a Parent Subordinate Voting Share (which share shall be fully paid and shall be free and clear of any lien, claims or encumbrance) plus delivering payment, via a check of the Corporation of the Additional Amount, if any, and in all cases, less any amounts on account of tax properly withheld in accordance with Section 13.3. In connection with such issuance or transfer of such Parent Subordinate Voting Share, such holder will, in Parent's discretion as to physical or electronic form, (i) receive, at the address of such holder recorded in the register of shareholders of the Corporation for the Class B Share of the Corporation a physical share certificate representing such Parent Subordinate Voting Share, or (ii) have such Parent Subordinate Voting Share registered on an uncertificated basis in the direct registration system maintained by Parent's transfer agent in the name of such holder of the Class B Share.

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#### ARTICLE 6 DISTRIBUTION ON LIQUIDATION

6.1 Liquidation Rights. Subject to applicable law and the due exercise by Parent of its Liquidation Call Right, in the event of a Liquidation Event (as defined in Part II, Section 4.1), a holder of Class B Shares shall be entitled to receive in respect of each Class B Share held by such holder on the effective date (the "Liquidation Date") of such Liquidation Event, before any other distribution of any part of the assets of the Corporation, an amount per Class B Share equal to the Class B Share Consideration applicable on the last Business Day prior to the Liquidation Date (the "Liquidation Amount"), except that the Class A Shares will have equivalent rights with respect to any unpaid dividends and distributions as set forth in Article 4 of Part II of these share provisions.

**6.2Payment and Delivery of Liquidation Amount** . On or promptly after the Liquidation Date, and subject to the exercise by Parent of the Liquidation Call Right, the Corporation shall cause to be delivered to the holders of the Class B Shares the Liquidation Amount for each such Class B Share upon presentation and surrender of the certificates representing such Class B Shares (or a lost stock certificate affidavit in a form reasonably satisfactory to the Corporation), a document (in the case of a holder who is a Resident) containing a representation and warranty that the holder is a Resident, together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under applicable law and the Constating Documents, at the principal executive office of the Corporation. Payment of the total Liquidation Amount for such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Liquidation Amount for such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Liquidation Amount for such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Liquidation Amount for such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Liquidation Amount for such Class B Shares shall thereof in accordance with the foregoing provisions, in which case the rights of the holders of the class B Shares shall thereafter be considered and deemed for all purposes to be holders of Parent Subordinate Voting Shares delivered to them or the custodian on their behalf.

6.3Rights after Liquidation . After the Corporation has satisfied its obligations to pay the holders of the Class B Shares the total Liquidation Amount, such holders shall not be entitled, in respect of the Class B Shares, to share in any further distributions of the assets of the Corporation.

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#### ARTICLE 7 RETRACTION OF CLASS B SHARES BY HOLDER

7.1 Retraction Rights. A holder of Class B Shares shall be entitled, at any time and from time to time, subject to applicable law and the exercise by Parent of the Retraction Call Right and otherwise upon compliance with the provisions of this Article 7, to require the Corporation to redeem all or any portion of the Class B Shares registered in the name of such holder for an amount per Class B Share equal to the Class B Share Consideration on the last Business Day prior to the Retraction Date (the "Retraction Price"). To effect such redemption, the holder shall present and surrender at the principal executive office of the Corporation the certificates representing the Class B Shares which the holder desires to have the Corporation redeem (or a lost stock certificate affidavit in a form reasonably satisfactory to the Constanting Documents and such additional documents and instruments as the Corporation may reasonably require, together with a duly executed statement (the "Retraction Request") in the form of Exhibit A or in such other form as may be acceptable to the Corporation:

- (a) specifying that the holder desires to have all or a specified portion of the Class B Shares represented by such certificate or certificates (the **Retracted Shares**") redeemed by the Corporation;
- (b) stating the Business Day on which the holder desires to have the Corporation redeem the Retracted Shares (the 'Retraction Date'), provided that the Retraction Date shall be not less than 10 Business Days nor more than 20 Business Days after the date on which the Retraction Request is received by the Corporation and further provided that, in the event that no such Business Day is specified by the holder in the Retraction Request, the Retraction Date shall be deemed to be the 20th Business Day after the date on which the Retraction Request is received by the Corporation;
- (c) acknowledging the overriding right (the "**Retraction Call Right**") of Parent, pursuant to the Exchange Rights Agreement, to purchase all but not less than all of the Retracted Shares directly from the holder and that the Retraction Request shall be deemed to be a revocable offer by the holder to sell the Retracted Shares to Parent in accordance with the Retraction Call Right on the terms and conditions set out in Article 5 of the Exchange Rights Agreement; and
- (d) in the case of a holder who is a Resident, representing and warranting that the holder is a Resident.

7.2 Purchase by the Corporation. Subject to the exercise by Parent of the Retraction Call Right, upon receipt by the Corporation in the manner specified in Section 7.1 of a certificate or certificates representing the number of Retracted Shares (or a lost stock certificate affidavit in lieu thereof), together with a Retraction Request, and provided that the Retraction Request is not revoked by the holder in the manner specified in Section 7.6, the Corporation shall redeem the Retracted Shares effective at the close of business on the Retraction Date and shall cause to be delivered to such holder the Retraction Price. If only part of the Class B Shares represented by any certificate is redeemed (or purchased by Parent or any of its Affiliates pursuant to the Retraction Call Right), a new certificate for the balance of such Class B Shares to be retained by the holder of Class B Shares shall be issued to the holder by the Corporation.

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**7.3Payment of Retraction Price** . The Corporation shall deliver the Retraction Price in accordance with the provisions of Article 5 and such delivery by the Corporation shall be deemed to be payment of and shall satisfy and discharge all liability for the total Retraction Price.

7.4 **Rights after Retraction**. On and after the close of business on the Retraction Date, the holder of the Retracted Shares shall cease to be a holder of such Retracted Shares and shall not be entitled to exercise any of the rights of a holder in respect thereof, other than the right to receive the Retraction Price per Class B Share, less any amounts on account of tax properly withheld accordance with applicable law and Section 13.3, unless upon presentation and surrender of certificates (or a lost stock certificate affidavit in lieu thereof) in accordance with the foregoing provisions, payment of the total Retraction Price payable to such holder shall not be made as provided in Section 7.3, in which case the rights of such holder shall remain unaffected until the total Retraction Price has been paid in the manner hereinbefore provided. On and after the close of business on the Retraction Date, provided that presentation and surrender of the total Retraction Price has been made in accordance with the foregoing provisions, the holder of the Retracted Shares so redeemed by the Corporation shall thereafter be considered and deemed for all purposes to be a holder of the Parent Subordinate Voting Shares delivered to such holder.

7.5 Limitation on Retraction Rights Notwithstanding any other provision of this Article 7, the Corporation shall not be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent that such redemption of Retracted Shares would be contrary to solvency requirements or other provisions of applicable law. If the Board of Directors determines that on any Retraction Date the Corporation would not be permitted by any of such provisions to redeem the Retracted Shares tendered for redemption on such date, the Corporation shall only be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent of the maximum number that may be so redeemed (rounded down to the next whole number of shares) as would not be contrary to such provisions and shall notify the holder at least two Business Days prior to the Retracted Shares in accordance with Section 7.2 on a *pro rata* basis and shall issue to each holder of Retracted Shares in accordance with Section 7.2 on a *pro rata* basis and shall issue to each holder of Retraction Request is not revoked by the holder in the manner specified in Section 7.2, the holder of any such Retracted Shares such redeemed by the Corporation pursuant to Section 7.2 as a result of solvency requirements or other provisions of applicable law shall be redeemed by giving the Retraction Request to request to require Parent to purchase such Retracted Shares from such holder on the Retraction Date or as soon as practicable thereafter on payment by Parent to such holder of free Retracted Shares provisions of applicable law shall be redeemed by the Corporation pursuant to Section 7.2 as a result of solvency requirements or other provisions of applicable law shall be redeemed by giving the Retraction Request to require Parent to purchase such Retracted Shares from such holder on the Retraction Parent to such holder of each such Retracted Shares provisions of applicable law shall be redeemed by giving the Retraction Request to require Parent

7.6Withdrawal of Retraction Request . A holder of Retracted Shares may, by notice in writing given by the holder to the Corporation before the close of business on the Business Day immediately preceding the Retraction Date, withdraw such holder's Retraction Request, in which event such Retraction Request shall be null and void and, for greater certainty, the revocable offer constituted by the Retraction Request to sell the Retracted Shares to Parent shall be deemed to have been revoked.

#### ARTICLE 8

#### **REDEMPTION OF CLASS B SHARES BY THE CORPORATION**

**8.1 Redemption Rights.** Subject to applicable law, and provided Parent has not exercised the Redemption Call Right and the applicable holders of Class B Shares have not exercised the Class B Shareholders' Put Right, upon the occurrence of a Redemption Event the Corporation shall have the right to redeem all but not less than all of the then outstanding Class B Shares for an amount per Class B Share equal to the Class B Share Consideration on the last Business Day prior to the Redemption Date (the "**Redemption Price**").

- 8.2 Exercise of Redemption Rights. In the case of a proposed redemption by the Corporation of Class B Shares under this Article 8, the Corporation shall,
  - (a) at least 15 days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), notify Parent in writing (the "Redemption Notice") of the intention of the Corporation to redeem the Class B Shares; and
  - (b) at least 10 days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), send or cause to be sent to Parent and each holder of Class B Shares a notice in writing (the "Shareholder Redemption Notice") of the redemption by the Corporation of the Class B Shares held by such holder.

In the case of a Redemption Date established in connection with a Control Transaction, the Redemption Notice and the Shareholder Redemption Notice will be sent on or before the Redemption Date, on as many days prior written notice as may be determined by the Board of Directors to be reasonably practicable in the circumstances (provided that at least ten Business Days' notice is given). In any such case, such notice shall set out the Redemption Date.

**8.3Payment and Delivery of Redemption Price** . On the Redemption Date and subject to the exercise by Parent of the Redemption Call Right or the exercise of the Class B Shareholders' Put Right, the Corporation shall cause to be delivered to the holders of the Class B Shares to be redeemed the Class B Share Consideration representing the full Redemption Price for each such Class B Share, upon presentation and surrender at the principal executive office of the Corporation of the certificates representing such Class B Shares (or a lost stock certificate affidavit in a form reasonably satisfactory to the Corporation), together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares to be redeemed that such holder is a Resident. Payment of the total Redemption Price for such Class B Shares to be redeemed that such holder is a Resident. Payment of the total Redemption shall cease to be holders of such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Redemption Price has be Shares shall not be made upon presentation and surrender of share certificates (or lost stock certificate affidavit in lieu thereof) in accordance with the foregoing provisions, in which case the rights of the holders of the Class B Shares shall the total Redemption Price has been paid in the manner hereinbefore provided. Upon such payment of the total Redemption Price, the holders of the Class B Shares shall thereafter be considered and deemed for all purposes to be holders of the Parent Subordinate Voting Shares delivered to them.

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#### ARTICLE 9 PURCHASE FOR CANCELLATION

9.1 Purchase for Cancellation. Subject to applicable law and at the option of the holder of Class B Shares, the Corporation may at any time and from time to time purchase for cancellation all or any part of the Class B Shares by private contract with any holder of Class B Shares at any price agreed to between the Corporation and such holder of Class B Shares.

#### ARTICLE 10 VOTING RIGHTS

**10.1** Voting Rights. Except as required by applicable law and by Article 11 and 12, the holders of the Class B Shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting.

#### ARTICLE 11 AMENDMENT AND APPROVAL

11.1 Holder Approval. The rights, privileges, restrictions and conditions attaching to the Class B Shares and the Class A Shares may be added to, changed or removed but only with approval of the holders of the Class B Shares given as hereinafter specified.

**11.2 Approval Process.** Any approval given by the holders of the Class B Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class B Shares or the Class A Shares or otherwise satisfy the requirements of Section 4.1 shall be deemed to have been sufficiently given if it shall have been given in accordance with applicable law subject to a minimum requirement that such approval be evidenced by resolution passed by not less than two-thirds of the votes cast on such resolution at a meeting of holders of Class B Shares duly called and held at which the holders of at least 50% of the outstanding Class B Shares at that time are present or represented by proxy. If at any such meeting the holders of at least 50% of the outstanding Class B Shares at that time are present or represented for such meeting, then the meeting shall be adjourned to such date not less than five days thereafter and to such time and place as may be designated by the Chairman of such meeting. At such adjourned meeting the holders of Class B Shares or represented by proxy thereat shall form a quorum and may transact the business for which the meeting shall constitute the approval or consent of the holders of the Class B Shares. Notwithstanding anything to the contrary herein, any such approval or consent may be given without a meeting if, before the action, a written consent thereto is signed by holders of Class B Shares then outstanding.

#### ARTICLE 12 RECIPROCAL CHANGES, ETC. IN RESPECT OF PARENT SUBORDINATE VOTING SHARES

12.1Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan of the Corporation or Parent then in effect, in the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class B Shares given in accordance with Section 11.2,

- (a) issues or distributes Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to the holders of the then outstanding Parent Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than:
  - (i) an issue of Parent Subordinate Voting Shares pursuant to a distribution to which Section 3.1(b) applies, or

(ii)an issue of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to holders of Parent Subordinate Voting Shares who exercise an option to receive dividends of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) in lieu of receiving cash dividends, provided that the holders of Class B Shares shall receive the same option to either receive such cash dividends or distributions pursuant to Section 3.1(a) or receive dividends or distributions of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) or have their Class B Shares adjusted pursuant to Section 3.1(b);

(b) issues or distributes rights, options or warrants to the holders of the then outstanding Parent Subordinate Voting Shares entitling them to subscribe for or to purchase Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares, all as applicable and without duplication); or

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- (c) issues or distributes to the holders of the then outstanding Parent Subordinate Voting Shares (other than an issuance or distribution pursuant to which Section 3.1(c) applies):
  - (i) shares or securities of Parent of any class other than Parent Subordinate Voting Shares;
  - (ii) rights, options or warrants other than those referred to in Section 12.1(b);or
  - (iii) evidences of indebtedness of Parent,

the Corporation will provide at least five Business Days prior notice to the holders of Class B Shares and will ensure that the economic equivalent (as determined by the Board of Directors in accordance with Section 3.5) on a per share basis of such Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares), rights, options, warrants, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Class B Shares, all as applicable and without duplication. For the avoidance of doubt, no stock, securities or other assets shall be issued or distributed to the holders of Class B Shares under this Section 12.1 unless an equivalent amount on a per share basis is issued or distributed to the holders of Class A Shares under Section 5.1 of Part II.

- 12.2 In the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class B Shares given in accordance with Section 11.2,
  - (a) subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;
  - (b) reduces, combines, consolidates or changes the then outstanding Parent Subordinate Voting Shares into a lesser number of Parent Subordinate Voting Shares; or
  - (c) reclassifies or otherwise changes the Parent Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the Parent Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) change as effected in respect of the Parent Subordinate Voting Shares shall simultaneously be made to, or in, the rights of the holders of the Class B Shares. Notwithstanding any other provision in these share provisions, this Article 12 shall not be changed without the approval of the holders of the Class B Shares given in accordance with Section 11.2.

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#### ARTICLE 13 LEGEND, WITHHOLDING RIGHTS; SPECIFIED AMOUNT

13.1 Legend. The certificates evidencing the Class B Shares shall contain or have affixed thereto a legend in form and on terms approved by the Board of Directors with respect to the provisions of the Exchange Rights Agreement.

**13.2** Acknowledgement. Each holder of a Class B Share, whether of record or beneficial, by virtue of becoming and being such a holder, shall be deemed to acknowledge each of the Liquidation Call Right, the Retraction Call Right and the Redemption Call Right, in each case, in favor of Parent, and the overriding nature thereof in connection with the liquidation, dissolution or winding-up of the Corporation, or the retraction or redemption of Class B Shares, as the case may be, and to be bound thereby in favor of Parent as therein provided.

Withholding Rights. Each of the Corporation, Parent and their Affiliates shall be entitled to deduct and withhold from any dividend or other amount otherwise payable 13.3 to any holder of Class B Shares such amounts as the Corporation, Parent or such Affiliate is required or permitted (to the extent that absent such permitted withholding, the payor would be liable for, or for amounts on account of, taxes, interest and/or penalties in connection with the payment) to deduct or withhold with respect to such payment under the Income Tax Act (Canada) (including without limitation Section 116 and Part XIII thereof), the Code or any provision of provincial, state, local or foreign tax law, in each case, as amended. To the extent that amounts are so withheld, such withheld amounts shall be treated for all purposes hereof as having been paid to the holder of the Class B Shares in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted when due to the appropriate taxing authority and reasonable documentation respecting such payment is provided to the holder of the Class B Shares. To the extent that the amount so required or permitted to be deducted or withheld from any payment to a holder exceeds the cash portion of the consideration otherwise payable to the holder, subject to right of the holder of Class B Shares as provided for below to provide such additional cash as is necessary to satisfy the tax obligations set out above, the Corporation, Parent and their Affiliates are hereby authorized to sell or otherwise dispose of such portion of the non-cash consideration as is necessary to provide sufficient funds to the Corporation, Parent or such of their Affiliates, as the case may be, to enable it to comply with such deduction withholding requirement and the Corporation, Parent or such of their Affiliates shall notify the holder thereof and remit to the holder any portion of the net proceeds of such sale not required or permitted to be deducted or withheld. All payments to be made hereunder shall be made without interest. Notwithstanding anything to the contrary herein and if commercially reasonable, prior to selling any non-cash consideration to satisfy tax obligations as provided for above, the Corporation, Parent or its Affiliates, as applicable, shall notify the holder of Class B Shares that it shall be making the deductions or withholdings noted above and the holder of Class B Shares shall have the option to provide cash to the Corporation, Parent or its Affiliates, as applicable, in amount equal to the amounts to be withheld or deducted within three Business Days of delivery of the notice, in which case the Corporation, Parent or its Affiliates, as applicable, shall not sell any non-cash

#### ARTICLE 14 NOTICES

**14.1**Any notice, request or other communication to be given to the Corporation by a holder of Class B Shares shall be in writing and shall be valid and effective if given by mail (postage prepaid) or by facsimile or by delivery to the principal executive office of the Corporation and addressed to the attention of the President of the Corporation. Any such notice, request or other communication, if given by mail, facsimile or delivery, shall only be deemed to have been given and received (i) on the date of personal delivery, (ii) on the date of confirmed facsimile transmission, (iii) on the Business Day after it is deposited for delivery with a nationally recognized commercial overnight delivery service, or (iv) on the third (3<sup>rd</sup>)Business Day after deposit in the national certified or prepaid mail.

14.2 Any presentation and surrender by a holder of Class B Shares to the Corporation of certificates representing Class B Shares in connection with the liquidation, dissolution or winding-up of the Corporation or the retraction or redemption of Class B Shares shall be made by registered mail (postage prepaid) or by delivery to the principal executive office of the Corporation addressed to the attention of the President of the Corporation. Any such presentation and surrender of certificates shall only be deemed to have been made and to be effective upon actual receipt thereof by the Corporation. Any such presentation and surrender of certificates made by registered mail shall be at the sole risk of the holder mailing the same.

**14.3** Any notice, request or other communication to be given to a holder of Class B Shares by or on behalf of the Corporation shall be in writing and shall be valid and effective if given by delivery to the address of the holder recorded in the register of shareholders of the Corporation or in the event of the address of any such holder not being so recorded, then at the last known address of such holder. Any such notice, request or other communication, shall be deemed to have been given and received on (i) the date of personal delivery, (ii) on the date of confirmed facsimile transmission, (iii) on the Business Day after it is deposited for delivery with a nationally recognized commercial overnight delivery service, or (iv) on the third (3<sup>rd</sup>) Business Day after deposit in the national certified or prepaid mail. Accidental failure or omission to give any notice, request or other communication to one or more holders of Class B Shares shall not invalidate or otherwise alter or affect any action or proceeding to be taken by the Corporation pursuant thereto except where such failure or omission has a material prejudicial effect in respect of the rights of that holder of the Class B Shares.

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#### PART II

#### **CLASS A SHARE PROVISIONS**

The Class A Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### ARTICLE 1 INTERPRETATION

1.1 The defined terms and other provisions in Article 1 of Part I of these share provisions shall also apply to this Part II. References to Sections made in this Part II are to Sections in this Part II, unless otherwise indicated. Unless otherwise specified or required by context, the terms "these share provisions", "hereof", "herein" and "hereunder" and similar expressions refer to these Class A Share provisions and the Class B Share provisions and not to any particular Article, Section or other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

#### ARTICLE 2 DIVIDENDS

2.1 A holder of a Class A Share shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A holder of a Class A Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Class A Share equivalent to each dividend or other distribution declared on each Class B Share. Without limiting the foregoing, a holder of a Class A Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, on each Parent Distribution Declaration Date declare, a dividend or other distribution on each Class A Share:

- (a) in the case of a cash dividend or distribution declared on the Parent Subordinate Voting Shares, in an aggregate amount in cash for each Class A Share as is equal in U.S. dollars, or the Canadian Dollar Equivalent thereof on the Parent Distribution Declaration Date, in each case, to the per share cash dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable and without duplication;
- (b) in the case of a stock dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Closing Date to be paid in Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), by the payment by the Corporation of cash in an amount that is economically equivalent (as determined by the Board of Directors) to the number of Parent Subordinate Voting Shares (or other equity securities convertible for or exchangeable into equity securities of Parent) to be paid on each Parent Subordinate Voting Share, as applicable and without duplication; or

(c) in the case of a dividend or distribution declared on the Parent Subordinate Voting Shares to be paid in property other than (i) cash, (ii) Parent Subordinate Voting Shares, (iii) other equity securities of Parent or (iv) securities convertible for or exchangeable into equity securities of Parent, in such type and amount of property for each Class A Share as is the same as or economically equivalent (as determined by the Board of Directors in accordance with Section 2.5) to the type and aggregate amount of property declared as a dividend or distribution on the Parent Subordinate Voting Shares, as applicable and without duplication.

Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Class A Shares pursuant to this Section 2.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law.

2.2Payment of Dividends . Checks of the Corporation payable at par at any branch of the bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Section 2.1(a) and the sending of such a check to each holder of a Class A Share, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the holder of Class A Shares shall be issued or transferred in respect of any stock dividends or distributions of Class A Shares contemplated by Section 2.1(b) and the sending of such a certificate to each holder of a Class A Share, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Class A Shares represented thereby. Such other type and amount of property in respect of any dividends or distributions contemplated by Section 2.1(a) shall be paid, issued, distributed or transferred by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution or transfer thereof by the Corporation to each holder of a Class A Share shall satisfy the dividend or distribution represented thereby. No holder of a Class A Share shall be entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented by a check that, if received by such holder, has not been duly presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

2.3 Record and Payment Dates. The record date for the determination of the holders of Class A Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Class A Shares under Section 2.1 shall be the same dates as the record and payment date, respectively, for the corresponding dividend or distribution declared on the Class B Shares, as applicable.

2.4Inability to Pay Dividends . If on any payment date for any dividends or distributions declared on the Class A Shares under Section 2.1, the dividends or distributions are not paid in full on all of the Class A Shares then outstanding due to solvency requirements or the provisions of applicable law, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property to make payment of such dividend or distribution n in satisfaction of such solvency requirements and in compliance with such applicable law.

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**2.5Determination of Economic Equivalence** . The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2, and shall provide the Class A Shareholders with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2.

#### ARTICLE 3 VOTING RIGHTS

3.1 The holders of the Class A Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class A Share held at such meetings, except a meeting of holders of a particular class or series of shares other than the Class A Shares who are entitled to vote separately as a class or series at such meeting.

#### ARTICLE 4 LIQUIDATION, DISSOLUTION OR WINDING-UP

**4.1** In the event of Liquidation Event, the holders of the Class A Shares shall, subject to the rights of the holders of the Class B Shares under Section 6.1 of Part I of these share provisions in respect of any such distribution on liquidation, dissolution or winding up of the Corporation or other distribution of its property or assets among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary (any such event, "Liquidation Event"), be entitled to receive the remaining property and assets of the Corporation, except that the holders of Class A Shares shall first be entitled to receive, on a pari passu basis with respect to that portion of the Liquidation Amount payable to the holders of Class B Shares under subsections (b) and (c) of the definition of Class B Share Consideration, the following amounts:

(a) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class A Share under Section 2.1(a) of this Part II prior to or at the effective time of any such Liquidation Event, the excess, if any, of (A) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share prior to or at the effective time of such Liquidation Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share prior to or at the effective time of such Liquidation Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(a) of this Part II prior to or at the effective time of such Liquidation Event; <u>plus</u> (ii) the amount of any cash dividends or other cash distributions on the Class A Share which have been declared but not yet paid as of the effective time of such Liquidation Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable in U.S. dollars or the Canadian Dollar Equivalent by means of a check payable at any branch of the bankers of the payor; plus

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(b) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class A Share under Section 2.1(c) of this Part II prior to or at the effective time of any such Liquidation Event, the excess, if any, of (A) the aggregate fair market value of all declared and paid non-cash dividends or other non-cash distributions by Parent on a Parent Subordinate Voting Share prior to or at the effective time of such Liquidation Event, over (B) the aggregate fair market value of all non-cash dividends or other non-cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(c) of this Part II prior to or at the effective time of such Liquidation Event, over (B) the aggregate fair market value of all non-cash dividends or other non-cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(c) of this Part II prior to or at the effective time of such Liquidation Event, <u>plus</u> (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class A Share which have been declared but not yet paid as of the effective time of such Liquidation Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable by means of a check payable at any branch of the bankers of the payor in U.S. dollars or the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of non-cash having a fair market value equal to the amount of such sum.

The rights of holders of Class A Shares under this Section 4.1 to receive unpaid dividends and distributions shall rank pari passu with the rights of the holders of Class B Shares to receive unpaid dividends and distributions (as provided for in subsections (b) and (c) of the definition of Class B Share Consideration) under Section 6.1 of Part I of these share provisions.

#### ARTICLE 5 RECIPROCAL CHANGES, ETC. IN RESPECT OF PARENT SUBORDINATE VOTING SHARES

5.1 Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan of the Corporation or Parent then in effect, in the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class A Shares,

- (a) issues or distributes Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to the holders of the then outstanding Parent Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than:
  - (i) an issue of Parent Subordinate Voting Shares pursuant to a distribution to which Section 2.1(b) applies, or

(ii) an issue of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to holders of Parent Subordinate Voting Shares who exercise an option to receive dividends of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) in lieu of receiving cash dividends, provided that the holders of Class A Shares shall receive the same option to either receive cash dividends or distributions pursuant to Section 2.1(a) or receive dividends or distributions of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) or have their Class A Shares adjusted pursuant to Section 2.1(b);

- (b) issues or distributes rights, options or warrants to the holders of the then outstanding Parent Subordinate Voting Shares entitling them to subscribe for or to purchase Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding Parent Subordinate Voting Shares (other than an issuance or distribution pursuant to which Section 2.1(c) applies):
  - (i) shares or securities of Parent of any class other than Parent Subordinate Voting Shares;
  - (ii) rights, options or warrants other than those referred to in Section 5.1(b); or
  - (iii) evidences of indebtedness of Parent,

the Corporation will provide at least five Business Days prior notice to the holders of Class A Shares and will ensure that the economic equivalent on a per share basis of such Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares), rights, options, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Class A Shares, all as applicable and without duplication. For the avoidance of doubt, no stock, securities or other assets shall be issued or distributed to the holders of Class A Shares under this Section 5.1 unless an equivalent amount on a per share basis is issued or distributed to the holders of Paret I.

- 5.2 In the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class A Shares,
  - (a) subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;

- (b) reduces, combines, consolidates or changes the then outstanding Parent Subordinate Voting Shares into a lesser number of Parent Subordinate Voting Shares; or
- (c) reclassifies or otherwise changes the Parent Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the Parent Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent change as effected in respect of the Parent Subordinate Voting Shares shall simultaneously be made to, or in, the rights the holders of the Class A Shares. For the avoidance of doubt, no such change shall be made under this Section 5.2 unless an equivalent change is made under Section 12.2 of Part I. Notwithstanding any other provision in these share provisions, this Article 5 shall not be changed without the approval of the holders of the Class B Shares given in accordance with Section 11.2 of Part I.

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#### PART III

#### **GENERAL**

Notwithstanding any provisions in these Articles of Incorporation or the Exchange Rights Agreement to the contrary, no shareholder shall receive duplicate rights and privileges upon the occurrence of the same event. For example, if a cash dividend is declared on the Parent Subordinate Voting Shares, then the holders of Class B Shares shall receive a comparable cash dividend under Section 3.1 of Part I. They shall not receive a second cash dividend under Section 3.1 of Part I because a cash dividend was also triggered on the Class A Shares under Section 2.1 of Part II arising from the same cash dividend declared on the Parent Subordinate Voting Shares. This prohibition on duplication applies to both the Class B Shares and Class A Shares and with respect to all dividends, distributions, rights offerings, stock splits, consolidations, recapitalization, reorganizations and any other right or privilege applicable to them.

#### EXHIBIT A

#### To: CSAC ACQUISITION IL CORP. ("Exchangeco")

**THIS NOTICE** is given pursuant to Article 7 of Part I of the provisions of Exchangeco's articles of incorporation (the "**Class B Share Provisions**") attaching to the Class B Shares of Exchangeco represented by the certificate attached hereto (the "**Certificate**") or the lost stock certificate affidavit attached hereto, and all capitalized words and expressions used in this notice that are defined in the Class B Share Provisions have the meanings ascribed to such words and expressions in such Class B Share Provisions.

THE UNDERSIGNED hereby notifies Exchangeco that, subject to the Retraction Call Right referred to below, the undersigned desires to have Exchangeco redeem in accordance with Article 7 of the Class B Share Provisions:

- □ all share(s) represented by the Certificate; or
- □ share(s) only represented by the Certificate.

THE UNDERSIGNED hereby notifies Exchangeco that the Retraction Date shall be \_\_\_\_\_\_.

NOTE: The Retraction Date must be a Business Day and must not be less than 10 Business Days nor more than 20 Business Days after the date upon which this notice is received by Exchangeco. If no such Business Day is specified above, the Retraction Date shall be deemed to be the 20<sup>th</sup> Business Day after the date on which this notice is received by Exchangeco.

THE UNDERSIGNED acknowledges the overriding Retraction Call Right of Parent to purchase all but not less than all the Retracted Shares from the undersigned and that this notice is and shall be deemed to be a revocable offer by the undersigned to sell the Retracted Shares to Parent in accordance with the Retraction Call Right on the Retraction Date for the Retraction Call Purchase Price (as defined in the Exchange Rights Agreement) and on the other terms and conditions set out Article 5 of the Exchange Rights Agreement. This Retraction Request, and this offer to sell the Retracted Shares to Parent, may be revoked and withdrawn by the undersigned only by notice in writing given to Exchange co at any time before the close of business on the Business Day immediately preceding the Retraction Date.

THE UNDERSIGNED acknowledges that if, as a result of solvency requirements or other provisions of applicable law, Exchangeco is unable to redeem all Retracted Shares, the undersigned will be deemed to have exercised the Class B Shareholders' Put Right (as defined in the Exchange Rights Agreement) so as to require Parent to purchase the unredeemed Retracted Shares.

THE UNDERSIGNED hereby represents and warrants to Exchangeco and its Affiliates that the undersigned:

□ is; or □ is not

a Resident. The undersigned acknowledges that in the absence of an indication that the undersigned is a Resident, withholding may be made from amounts payable to the undersigned on the redemption or purchase of the Retracted Shares in accordance with applicable law and Section 13.3 of the Class B Share Provisions.

THE UNDERSIGNED hereby represents and warrants to Exchangeco, Parent and their Affiliates that the undersigned has good title to, and owns, the share(s) represented by the Certificate to be acquired by Exchangeco, Parent or any of their Affiliates, as the case may be, free and clear of all liens, hypothecs, claims and encumbrances.

(Date)	(Signature of Shareholder)	(Guarantee of Signature)
		tion or purchase of the Retracted Shares are to be held for pick-up by the shareholder and any check(s) will be delivered by courier to the last address of the shareholder as
NOTE:	additional documents as Exchangeco may require, must be deposited with I of the Retracted Shares will be issued and registered in, and made pay	te affidavit in a form reasonably satisfactory to the Corporation), together with such exchangeco. The securities and any check(s) resulting from the retraction or purchase able to, respectively, the name of the shareholder as it appears on the register of tion or purchase will be delivered to such shareholder as indicated above, unless the
Date:		
	in Whose Name Securities or Check(s) I, Issued or Delivered (please print):	-
Street Address of	or P.O. Box:	
Signature of Sha	areholder:	
City, Province/S	State and Postal/Zip Code:	
Signature Guara	inteed by:	

NOTE: If this Retraction Request is for less than all of the shares represented by the Certificate, a certificate representing the remaining share(s) of Exchangeco represented by this Certificate will be issued and registered in the name of the shareholder as it appears on the register of Exchangeco.

## CSAC ACQUISITION IL CORP.

By: /s/ Jonathan Sandelman Name: Jonathan Sandelman Its: President

[Amended and Restated Articles of Incorporation of CSAC Acquisition IL Corp.]

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings STATE OF NEVADA



OFFICE OF THE SECRETARY OF STATE Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Bivd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

**Business Entity - Filing Acknowledgement** 

11/18/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021111800272-1723747 20211901313 Articles of Incorporation-For-Profit 11/18/2021 8:27:00 AM 31

**Indexed Entity Information:** 

Entity ID: E19013142021-7

Entity Status: Active

Entity Name: CSAC Acquisition IL II Corp.

**Expiration Date: None** 

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC.

8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings





OFFICE OF THE SECRETARY OF STATE Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5708 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

**Business Entity - Filing Acknowledgement** 

11/18/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021111800272-1723748 20211901381 Initial List 11/18/2021 8:27:00 AM 3

Indexed Entity Information: Entity ID: E19013142021-7

Entity Name: CSAC Acquisition IL II Corp. Expiration Date: None

Entity Status: Active

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

a.K. Cegevske

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

See	RBARA K. CEGAVSKE cretary of State 2 North Carson Street rson City, Nevada 89701-4201 76) 684-5708 ybelte: www.nvsos.gov www.nvsilverflume.gov	Filed in the Office Becker K. G Secretary of State State Of Nevada	geyste Fil 202 Fil 11/ Nu 31	siness Number 9013142021-7 ng Number 11901313 ed On 18/2021 8:27:00 AM mber of Pages		
	Formation - Profit			OF NE OUL ONET		
NRS 78 - Articles of Inc	orporation Domestic Corporation INRS 80 - Foreign		9 - Articles o sional Corpo	f Incorporation ration		
	D 78A Formation - Close	Corporation		7		
	(Name of Close Corporation MUST appea	ar in the below heading)				
Articles of Formation	a of	a close c	orporatio	n (NRS 78A)		
YPE OR PRINT - USE DARK IN	K ONLY - DO NOT HIGHLIGHT					
1. Name of Entity: (If foreign, name in home jurisdiction)	CSAC Acquisition IL II Corp.					
2. Registered Agent for Service of Process: (Check only one bod)	Commercial Registered Agent (n Agent (n Agent (n	commercial Registered name and address below)	Office or P (title and	osition with Entity address below)		
	Corporate Creations Network Inc.					
	Name of Registered Agent OR Title of Office or Posi	ition with Entity				
			Nevad			
	Street Address	City	Maura	Zip Code		
	3.4. How Address All different from shead address)		Nevad	Zip Code		
	Malling Address (If different from street address)	City				
2a. Certificate of Acceptance of	I hereby accept appointment as Registered Agen unable to sign the Articles of Incorporation, subm					
Acceptance of Appointment of Registered Agent:	Nicholas Nicholas Special Secretary Internet					
	X         NICholas Nichols, Special Secretary         11/18/2021           Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity         Date					
		with a board of directors	Yes OR [	⊐ No		
NRS 78A, close corporation only, check one box; If yes,	This corporation is a close corporation operating					
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This form must be accompanied by appropriate fees.

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Page 1 of 2 Revised; 10/9/2019

Sector Sector 202 Can (778	RBARA K. CEGAVSKE retary of State North Cereon Street son City, Nevada 89701-4201 5) 684-5708 baite: www.nvsos.gov www.nvsliverflume.gov	Formation - Profit Corporation Continued, Page 2	
6. Benefit Corporation: (For NRS 78, NRS 78A, and NRS 89, optional. See instructions.)	By selecting "Yes" you are indicating that the corporation is organized as a benefit corporation pursuant to NRS Chapter 78B with a purpose of creating a Yes		
7. Purpose/Profession to be practiced: (Required for NRS so, NRS so and any entity selecting Benefit Corporation. See Instructore.)	A 14 1 1 1		
8. Authorized Shares: (Number of shares corporation is authorized to issue)	Number of Authorized shares with Par value:       210,000,000       Par value: \$ 0,000001000         Number of Common shares with Par value:       Par value:       Par value: \$ 0,000001000         Number of Preferred shares with Par value:       Par value:       Par value: \$ 0,000001000         Number of Preferred shares with Par value:       Par value:       Par value: \$ 0,000001000         Number of Preferred shares with Par value:       Par value:       Par value: \$ 0,000000000         If more than one class or series of stock is authorized, please attach the information on an additional sheet of paper.       If more than one class or series of stock is authorized.		
Signature of: Officer making the statement or Authorized Signer for NRS 80. Name, Address and Signature of the Incorporator for NRS 78, 78A, and 89. NRS 89 - Each Organizer/ Incorporator must be a licensed professional. AN INITIAL	herein is correct and acknowle knowingly offer any false or for Deborah E. Kalstek Name 140 Pearl St. Ste. 100 Address	wiedge under penalty of perjury, that the information containing that pursuant to NRS 239.330, it is a category C felony read instrument for filing in the Office of the Secretary of St         United States         Country         Buffalo       NY         City       State         Zip/Postel C         (attach additional page if necest)         S MUST ACCOMPANY THIS FILING	
	Please include any required or	optional information in space below: al page(s) if necessary)	
1.2 Registered Offic provided by law, cha Corporation may als without the State of 1.3 Purposes. The corporations may be 1.4 Authorized Capi authority to issue is shares are hereby of	ange the registered agent a so maintain an office or office Nevada. purpose of the Corporation e organized under the laws ital. The total number of all 210,000,000 common shan designated Class A voting no ,000 shares are hereby designated starts and the starts	he Corporation may, from time to time, in the mar nd registered office within the State of Nevada. T es for the conduct of its business, either within or is to engage in any lawful act or activity for which	

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### ARTICLES OF INCORPORATION OF CSAC ACQUISITION IL II CORP.

### -continued-

1.5 Bylaws. The Board of Directors is expressly authorized to adopt, amend or repeal bylaws of the Corporation (the "Bylaws").

1.6 Limitation of Directors' Liability; Indemnification. The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent permitted by law. The Corporation is authorized to indemnify (and advance expenses to) its directors and officers to the fullest extent permitted by law. Neither the amendment, modification or repeal of these Articles of Incorporation nor the adoption of any provision in these Articles of Incorporation inconsistent with these Articles of Incorporation shall adversely affect any right or protection of a director or officer of the Corporation.with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

1.7 Elections of Directors. The Board of Directors shall be elected or appointed in such manner as shall be provided in the Bylaws, as amended from time to time. Except as otherwise fixed or provided for pursuant to the provisions of these Articles of Incorporation, including any certificate of designation relating to any series of preferred stock, the number of directors may be changed from time to time in the manner provided in the Bylaws.

1.8 Additional Terms. Part I (Class B Share Provisions), Part II (Class A Share Provisions) and Part III (General) and Exhibit A (Retraction Request), attached hereto, form a part of these Articles of Incorporation for all purposes.

### PART I

### CLASS B SHARE PROVISIONS

The Class B Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

### ARTICLE 1 INTERPRETATION

1.1 Definitions. In these share provisions, the following terms shall have the following meanings:

"Additional Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Affiliate" has the meaning ascribed thereto in the *Business Corporations Act* (British Columbia), as amended, but the holders of Class B Shares that are parties to the Exchange Rights Agreement shall not be deemed to be Affiliates of Parent or the Corporation.

"Appraiser" has the meaning ascribed thereto in Section 3.5.

"Board of Directors" means the Board of Directors of the Corporation.

"Business Day" means any day except Saturday, Sunday or any day on which banks are generally not open for business in the City of Toronto, Ontario or the City of New York, New York.

"Canadian Dollar Equivalent" means in respect of an amount expressed in US Dollars at any date, the product obtained by multiplying:

(a) the US Dollar amount by,

(b) the average US Dollar/Canadian Dollar daily exchange rate as published by the Bank of Canada for the period of five Business Days prior to the date of conversion.

"Cash Dividend Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Class A Shares" means the Class A voting non-exchangeable common shares in the capital of the Corporation and any other securities into which such shares may be changed.

"Class B Share Consideration" means, with respect to each Class B Share, for any acquisition, redemption or retraction of, or distribution of assets of the Corporation in respect of the Class B Share (any such event, "Exchange Event") the aggregate of the following:

(a) one Parent Subordinate Voting Share; plus

the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class B Share under Section 3.1(a) of this Part I prior to or at the effective time of any Exchange Event, the excess, if any, of (A) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share prior to or at the effective time of such Exchange Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by the Corporation on the Class B Share under Section 3.1(a) of this Part I prior to or at the effective time of such Exchange Event, plus (ii) the amount of any cash dividends or other cash distributions (other than Corresponding Dividends) on the Class B Share which have been declared (or required to have been declared) but not yet paid as of the effective time of such Exchange Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable in U.S. dollars or (only if payable to a holder of Class B Shares who is a Canadian resident) the Canadian Dollar Equivalent by means of a check payable at any branch of the bankers of the payor (such sum, the "Cash Dividend Amount"); plus

(c) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class B Share under Section 3.1(c) of this Part I prior to or at the effective time of any such Exchange Event, the excess, if any, of (A) the aggregate fair market value of all declared and paid non-cash dividends or other non-cash distributions by Parent on a Parent Subordinate Voting Share prior to or at the effective time of such Exchange Event, over (B) the aggregate fair market value of all non-cash dividends or other noncash distributions declared and paid by the Corporation on the Class B Share under Section 3.1(c) of this Part I prior to or at the effective time of such Exchange Event, plus (ii) the aggregate fair market value of any non-cash dividends or other noncash distributions (other than Corresponding Dividends) on the Class B Share which have been declared (or required to have been declared) but not yet paid as of the effective time of such Exchange Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable by means of a check payable at any branch of the bankers of the payor in U.S. dollars or (only if payable to a holder of Class B Shares who is a Canadian resident) the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of non-cash items having a fair market value equal to the amount of such sum (such sum, the "Non-Cash Dividend Amount" and together with the Cash Dividend Amount, the "Additional Amount");

provided that such consideration shall be paid less any amounts on account of tax properly withheld in accordance with Section 13.3. For greater certainty, in no event shall a holder of Class B Shares be entitled to receive or demand any consideration in connection with the acquisition, redemption, or retraction of, or distribution of the assets of the Corporation in respect of, any Class B Shares, other than the Class B Share Consideration payable in accordance with Article 5.

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(b)

"Class B Shareholders' Put Right" means the right of the holders of Class B Shares to require Parent to purchase all or any part of the Class B Shares held by such holder of Class B Shares, as more particularly described in, and in accordance with, the Exchange Rights Agreement.

"Class B Shares" mean the Class B non-voting exchangeable common shares in the capital of the Corporation, having the rights, privileges, restrictions and conditions set forth herein.

"Closing Date" has the meaning ascribed thereto in the Purchase Agreement.

"Code" means the Internal Revenue Code of 1986, as amended.

"Constating Documents" means the articles of incorporation and bylaws of the Corporation, as amended from time to time.

"Control Transaction" means any of the following:

- (a) any person or group of persons acting jointly or in concert (within the meaning of National Instrument 62-104 -- Take-Over Bids and Special Transactions) ("NI 62~104") acquires, directly or indirectly, control (as defined in NI 62-104) of Parent;
- (b) the shareholders of Parent shall have approved a merger, consolidation, recapitalization or reorganization of Parent, or, if shareholder approval is not sought or obtained, any such transaction shall have been consummated, in either case other than any such transaction which would result in at least 50% of the total voting power represented by the voting securities of the resulting entity outstanding immediately after such transaction being beneficially owned by holders of outstanding voting securities of Parent immediately prior to the transaction, with the voting power of each such continuing holder relative to such other continuing holders being not altered substantially in the transaction; or
- (c) the shareholders of Parent shall approve an agreement for the sale or disposition by Parent of all or substantially all of Parent's consolidated assets, except for the transfer of assets to a subsidiary of Parent;

"Corporation" means CSAC Acquisition IL II Corp., a corporation organized under the laws of the State of Nevada and any successor corporation.

"Corresponding Dividend" has the meaning ascribed thereto in Section 3.1.

"Dispute Notice" has the meaning ascribed thereto in Section 3.5.

"Exchange Rights Agreement" means the exchange rights agreement among Parent, the Corporation and the holders of the Class B Shares setting out the terms and conditions relating to the exchange of the Class B Shares for Parent Subordinate Voting Shares, as it may be amended from time to time. "Governmental Entity" means (i) any multinational, federal, provincial, state, territorial, regional, municipal, local or other government, governmental or public department, central bank, court, tribunal, arbitral body, commission, board, bureau or agency, domestic or foreign, (ii) any subdivision, agent, commission, board, or authority of any of the foregoing, or (iii) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing.

"holder" means, when used with reference to the Class B Shares, the holders of Class B Shares shown from time to time in the register maintained by or on behalf of the Corporation in respect of the Class B Shares.

"Insolvency Event" means the institution by the Corporation of any proceeding to be adjudicated a bankrupt or insolvent or to be liquidated, dissolved or wound-up. or the consent of the Corporation to the institution of bankruptcy, insolvency, liquidation, dissolution or winding up proceedings against it, or the filing of a petition, answer or consent seeking liquidation, dissolution or winding up under any bankruptcy, insolvency or analogous laws in any jurisdiction, and the failure by the Corporation to contest in good faith any such proceedings instituted by any Person other than the Corporation commenced in respect of the Corporation within 30 days of becoming aware thereof, or the consent by the Corporation to the filing of any such petition or to the appointment of a receiver, or the making by the Corporation of a general assignment for the benefit of creditors, or the admission in writing by the Corporation not being permitted, pursuant to solvency requirements of applicable law, to purchase any Retracted Shares pursuant to these share provisions.

"Liquidation Amount" has the meaning ascribed thereto in Section 6.1.

"Liquidation Call Right" means the overriding right of Parent, in the event of and notwithstanding the proposed liquidation, dissolution or winding-up of the Corporation pursuant to Article 6, to purchase from all, but not less than all, of the holders of Class B Shares (other than any holder of Class B Shares which is an Affiliate of Parent) on the Liquidation Date all, but not less than all, of the Class B Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

"Liquidation Date" has the meaning ascribed thereto in Section 6.1.

"Non-Cash Dividend Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Parent" means Ayr Wellness Inc., a corporation organized under the laws of the Province of British Columbia, and any successor corporation.

"Parent Distribution Declaration Date" means the date on which the Board of Directors of Parent declares any dividend or other distribution on the Parent Subordinate Voting Shares.

"Parent Subordinate Voting Shares" means the subordinate voting shares of Parent and shall include the Restricted Voting Shares (as defined in the Parent's articles, as amended) and the Limited Voting Shares (as defined in the Parent's articles, as amended), and any such other securities into which such shares may be converted or for which such shares may be exchanged.

"Person" includes any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate, corporation, unincorporated association or organization, Governmental Entity, syndicate or other entity, whether or not having legal status.

"Purchase Agreement" means the Equity and Exchange Agreement by and among, *inter* alia, Parent, the Corporation, Gentle Ventures, LLC, 5001 Partners, LLC, and the members of Gentle Ventures, LLC and 5001 Partners, LLC, as amended or amended and restated from time to time.

"Redemption Call Right" means the overriding right of Parent, notwithstanding the proposed redemption of the Class B Shares by the Corporation pursuant to Article 8, to purchase from all but not less than all of the holders of Class B Shares (other than any holder of Class B Shares which is an Affiliate of Parent) on the Redemption Date all but not less than all of the Class B Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

"Redemption Date" means the date, if any, established by the Board of Directors in connection with the occurrence of a Redemption Event, for the redemption by the Corporation of all but not less than all of the outstanding Class B Shares pursuant to Article 8 in accordance with the terms hereof; *provided, however*, that the Redemption Date, if established, shall not be later than thirty (30) days after the occurrence of such Redemption Event (except in the case of a Redemption Event set forth in clause (d) of the definition thereof, in which case the Redemption Date shall occur not later than thirty (30) days after the Corporation's delivery of the Shareholder Redemption Notice, subject to Section 8.2).

"Redemption Event" means (a) the occurrence of a Control Transaction, (b) the occurrence of an Insolvency Event, (c) the day upon which U.S. tax legislation is amended and becomes effective such that all U.S. resident holders of Class B Shares may receive Parent Subordinate Voting Shares in exchange for their Class B Shares on a tax deferred basis for U.S. income tax purposes, or (d) it is the seventh anniversary of the Closing Date or any date thereafter.

"Redemption Notice" has the meaning ascribed thereto in Section 8.2.

"Redemption Price" has the meaning ascribed thereto in Section 8.1.

"Resident" means a Person who is a resident of the United States for purposes of the Code or, if a partnership, all of whose partners are Residents.

"Retracted Shares" has the meaning ascribed thereto in Section 7.1(a).

"Retraction Call Right" has the meaning ascribed thereto in Section 7.1(c).

"Retraction Date" has the meaning ascribed thereto in Section 7.1(b).

"Retraction Price" has the meaning ascribed thereto in Section 7.1.

"Retraction Request" has the meaning ascribed thereto in Section 7.1.

"Sellers' Representative" has the meaning ascribed thereto in the definition of Purchase Agreement.

"Shareholder Redemption Notice" has the meaning ascribed thereto in Section 8.2(b).

1.2 Headings; Article and Section References. The division of these share provisions into Articles, Sections and other portions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of these share provisions. Unless otherwise indicated, all references to an "Article" or "Section" followed by a number and/or a letter refer to the specified Article or Section of these share provisions. Unless otherwise specified or required by context, the terms "these share provisions", "hereof", "herein" and "hereunder" and similar expressions refer to these Class B Share provisions and the Class A Share provisions and not to any particular Article, Section or other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

1.3 Number and Gender. Words importing the singular number only shall include the plural and vice versa. Words importing any gender shall include all genders.

1.4 Business Days. If any date on which any action is required to be taken under these share provisions is not a Business Day, such action shall be required to be taken on the next succeeding Business Day.

### ARTICLE 2 RANKING OF CLASS B SHARES

2.1 Ranking. Except for the exchange features and related rights of the Class B Shares and the fact that the Class B Shares are non-voting, the Class B Shares shall rank pari passu with the Class A Shares.

### ARTICLE 3 DIVIDENDS

3.1 Dividends. A holder of a Class B Share shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A holder of a Class B Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Class B Share equivalent to each dividend or other distribution declared on each Class A Share. Without limiting the foregoing, a holder of a Class B Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, on each Parent Distribution Declaration Date declare, a dividend or other distribution on each Class B Share e (each, a "Corresponding Dividend"):

- (a) in the case of a cash dividend or distribution declared on the Parent Subordinate Voting Shares, in an aggregate amount in cash for each Class B Share as is equal in U.S. dollars, or (only if payable to a holder of Class B Shares who is a Canadian resident) the Canadian Dollar Equivalent thereof on the Parent Distribution Declaration Date, in each case, to the per share cash dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable and without duplication;
- (b) in the case of a stock dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Closing Date to be paid in Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), by the issue or transfer by the Corporation of such number of Class B Shares for each Class B Share as is economically equal to the number of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent) to be paid on each Parent Subordinate Voting Share, as applicable and without duplication unless in lieu of such stock dividend or distribution the Corporation elects to effect a corresponding and contemporaneous and economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) subdivision of the outstanding Class B Shares; or
- (c) in the case of a dividend or distribution declared on the Parent Subordinate Voting Shares to be paid in property other than (i) cash, (ii) Parent Subordinate Voting Shares, (iii) other equity securities of Parent or (iv) securities convertible for or exchangeable into equity securities of Parent, in such type and amount of property for each Class B Share as is the same as or economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) to the type and aggregate amount of property declared as a dividend or distribution on the Parent Subordinate Voting Shares, as applicable and without duplication.

Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Class B Shares pursuant to this Section 3.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law.

Notwithstanding any other provision of these share provisions, no dividend shall be paid by the Corporation on the Class B Shares unless an equal per share dividend is paid by Parent on the Parent Subordinate Voting Shares and vice versa, and if a dividend is paid by the Corporation on the Class A Shares an equal per share dividend must also be paid by the Corporation on the Class B Shares and by the Parent on the Parent Subordinate Voting Shares with no entitlement of the Class B Shares to a Corresponding Dividend in respect of the latter.

3.2 Payment of Dividends. Checks of the Corporation payable at par at any branch of the bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Section 3.1(a) and the sending of such a check to each holder of a Class B Share,

and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the holder of Class B Shares shall be issued or transferred in respect of any stock dividends or distributions of Class B Shares contemplated by Section 3.1(b) and the sending of such a certificate to each holder of a Class B Share, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Class B Shares represented thereby. Such other type and amount of property in respect of any dividends or distributions contemplated by Section 3.1(c) shall be paid, issued, distributed or transferred by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution or transfer thereof by the Corporation to each holder of a Class B Share shall be entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented by a check that, if received by such holder, has not been duly presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

3.3 Record and Payment Dates. The record date for the determination of the holders of Class B Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Class B Shares under Section 3.1 shall be the same dates as the record date and payment date, respectively, for the corresponding dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable.

3.4 Inability to Pay Dividends. If on any payment date for any dividends or distributions declared on the Class B Shares under Section 3.1 due to solvency requirement of the provisions of applicable law, the dividends or distributions are not paid in full on all of the Class B Shares then outstanding, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property properly to make payment of such dividend or distribution n in satisfaction of such solvency requirements and in compliance with such applicable law.

3.5 Determination of Economic Equivalence. The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2, and shall provide the holders of Class B Shares with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2. Notwithstanding anything to the contrary in these share provisions, within (10) Business Days following the delivery of the written determination of economic equivalence to the holders of Class B Shares, Sellers' Representative may dispute such determination by written notice to the Board of Directors (the "Dispute Notice"). If the Dispute Notice is so given, the Sellers' Representative, on the one hand, and the Board of Directors, on the other hand, shall jointly select an appraiser which shall be an independent, nationally recognized firm of chartered professional accountants (the "Appraiser") who shall determine the economic

equivalence; provided, however, that if the Sellers' Representative and the Board of Directors cannot agree upon a single appraiser, Ovist & Howard, CPAs shall be the Appraiser for purposes of this Section 3.5. The Appraiser shall conduct such independent procedures and investigations as the Appraiser shall deem necessary in order to form an opinion as to the economic equivalence and shall give written notice within thirty (30) days of its appointment as Appraiser of its determination to Sellers' Representative and the Board of Directors. Such determination shall be final and binding upon the Class B Shareholders and the Corporation, absent manifest error. The fees of the Appraiser shall be borne by the holders of Class B Shares, on the one hand, and the Corporation, on the other hand, in such amount(s) as will be determined by the Appraiser based on the proportion that the aggregate dollar amount of disputed items submitted to the Appraiser that is unsuccessfully disputed by the Sellers' Representative, on the one hand, or the Corporation, on the other hand, as determined by the Appraiser, bears to the total amount of such disputed items so referred to the Appraiser for resolution.

### ARTICLE 4 CERTAIN RESTRICTIONS

4.1 Certain Restrictions. So long as any of the Class B Shares are outstanding, the Corporation shall not at any time without, but may at any time with, the approval of the holders of Class B Shares given as specified in Section 11.2:

- (a) amend the Constating Documents; or
- (b) initiate the voluntary liquidation, dissolution or winding-up of the Corporation nor take any action or omit to take any action that is designed to result in the liquidation, dissolution or winding-up of the Corporation.

### ARTICLE 5

### PAYMENT OF THE CLASS B SHARE CONSIDERATION

Payment of the Class B Share Consideration. For all purposes of these rights, privileges, 5.1 restrictions and conditions attaching to the Class B Shares, payment of the Class B Share Consideration (including payment of the Additional Amount, if any) in respect of each Class B Share shall be made by causing to be issued or transferred to each holder of such Class B Share a Parent Subordinate Voting Share (which share shall be fully paid and shall be free and clear of any lien, claims or encumbrance) plus delivering a check of the Corporation in respect of the Additional Amount, if any, and in all cases, less any amounts on account of tax properly withheld in accordance with Section 13.3. In connection with such issuance or transfer of such Parent Subordinate Voting Share, such holder will, in Parent's discretion as to physical or electronic form, (i) receive, at the address of such holder recorded in the register of shareholders of the Corporation for the Class B Shares or, if requested by the holder, by holding for pick-up by such holder at the principal executive office of the Corporation a physical share certificate representing such Parent Subordinate Voting Share, or (ii) have such Parent Subordinate Voting Share registered on an uncertificated basis in the direct registration system maintained by Parent's transfer agent in the name of such holder of the Class B Share.

### ARTICLE 6 DISTRIBUTION ON LIQUIDATION

6.1 Liquidation Rights. Subject to applicable law and the due exercise by Parent of its Liquidation Call Right, in the event of a Liquidation Event (as defined in Part II, Section 4.1), a holder of Class B Shares shall be entitled to receive in respect of each Class B Share held by such holder on the effective date (the "Liquidation Date") of such Liquidation Event, before any other distribution of any part of the assets of the Corporation, an amount per Class B Share equal to the Class B Share Consideration applicable on the last Business Day prior to the Liquidation Date (the "Liquidation Amount"), except that the Class A Shares will have equivalent rights with respect to any unpaid dividends and distributions as set forth in Article 4 of Part II of these share provisions.

Payment and Delivery of Liquidation Amount. On or promptly after the Liquidation 6.2 Date, and subject to the exercise by Parent of the Liquidation Call Right, the Corporation shall cause to be delivered to the holders of the Class B Shares the Liquidation Amount for each such Class B Share upon presentation and surrender of the certificates representing such Class B Shares (or a lost stock certificate affidavit in a form reasonably satisfactory to the Corporation), a document (in the case of a holder who is a Resident) containing a representation and warranty that the holder is a Resident, together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under applicable law and the Constating Documents, at the principal executive office of the Corporation. Payment of the total Liquidation Amount for such Class B Shares shall be made in accordance with the provisions of Article 5. On and after the Liquidation Date, the holders of the Class B Shares shall cease to be holders of such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Liquidation Amount, unless payment of the total Liquidation Amount for such Class B Shares shall not be made upon presentation and surrender of share certificates (or a lost stock certificate affidavit in lieu thereof) in accordance with the foregoing provisions, in which case the rights of the holders all remain unaffected until the total Liquidation Amount has been paid in the manner hereinbefore provided. Upon delivery of Parent Subordinate Voting Shares, the holders of the Class B Shares shall thereafter be considered and deemed for all purposes to be holders of Parent Subordinate Voting Shares delivered to them or the custodian on their behalf.

6.3 Rights after Liquidation. After the Corporation has satisfied its obligations to pay the holders of the Class B Shares the total Liquidation Amount, such holders shall not be entitled, in respect of the Class B Shares, to share in any further distributions of the assets of the Corporation.

### ARTICLE 7 RETRACTION OF CLASS B SHARES BY HOLDER

7.1 Retraction Rights. A holder of Class B Shares shall be entitled, at any time and from time to time, subject to applicable law and the exercise by Parent of the Retraction Call Right and otherwise upon compliance with the provisions of this Article 7, to require the Corporation to redeem all or any portion of the Class B Shares registered in the name of such holder for an amount per Class B Share equal to the Class B Share Consideration on the last Business Day prior to the Retraction Date (the "Retraction Price"). To effect such redemption, the holder shall present and

surrender at the principal executive office of the Corporation the certificate or certificates representing the Class B Shares which the holder desires to have the Corporation redeem (or a lost stock certificate affidavit in a form reasonably satisfactory to the Corporation), together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under applicable law and the Constating Documents and such additional documents and instruments as the Corporation may reasonably require, together with a duly executed statement (the "Retraction Request") in the form of <u>Exhibit A</u> or in such other form as may be acceptable to the Corporation:

- specifying that the holder desires to have all or a specified portion of the Class B Shares represented by such certificate or certificates (the "Retracted Shares") redeemed by the Corporation;
- (b) stating the Business Day on which the holder desires to have the Corporation redeem the Retracted Shares (the "Retraction Date"), provided that the Retraction Date shall be not less than 10 Business Days nor more than 20 Business Days after the date on which the Retraction Request is received by the Corporation and further provided that, in the event that no such Business Day is specified by the holder in the Retraction Request, the Retraction Date shall be deemed to be the 20th Business Day after the date on which the Retraction Request is received by the Corporation;
- (c) acknowledging the overriding right (the "Retraction Call Right") of Parent, pursuant to the Exchange Rights Agreement, to purchase all but not less than all of the Retracted Shares directly from the holder and that the Retraction Request shall be deemed to be a revocable offer by the holder to sell the Retracted Shares to Parent in accordance with the Retraction Call Right on the terms and conditions set out in Article 5 of the Exchange Rights Agreement; and
- (d) in the case of a holder who is a Resident, representing and warranting that the holder is a Resident.

7.2 Purchase by the Corporation. Subject to the exercise by Parent of the Retraction Call Right, upon receipt by the Corporation in the manner specified in Section 7.1 of a certificate or certificates representing the number of Retracted Shares (or a lost stock certificate affidavit in lieu thereof), together with a Retraction Request, and provided that the Retraction Request is not revoked by the holder in the manner specified in Section 7.6, the Corporation shall redeem the Retracted Shares effective at the close of business on the Retraction Date and shall cause to be delivered to such holder the Retraction Price. If only part of the Class B Shares represented by any certificate is redeemed (or purchased by Parent or any of its Affiliates pursuant to the Retraction Call Right), a new certificate for the balance of such Class B Shares to be retained by the holder of Class B Shares shall be issued to the holder by the Corporation.

7.3 Payment of Retraction Price. The Corporation shall deliver the Retraction Price in accordance with the provisions of Article 5 and such delivery by the Corporation shall be deemed to be payment of and shall satisfy and discharge all liability for the total Retraction Price.

7.4 Rights after Retraction. On and after the close of business on the Retraction Date, the holder of the Retracted Shares shall cease to be a holder of such Retracted Shares and shall not be entitled to exercise any of the rights of a holder in respect thereof, other than the right to receive the Retraction Price per Class B Share, less any amounts on account of tax properly withheld accordance with applicable law and Section 13.3, unless upon presentation and surrender of certificates (or a lost stock certificate affidavit in lieu thereof) in accordance with the foregoing provisions, payment of the total Retraction Price payable to such holder shall not be made as provided in Section 7.3, in which case the rights of such holder shall remain unaffected until the total Retraction Date, provided that presentation and surrender of certificates (or a lost stock certificate affidavit in lieu thereof) and surrender of certificates (or a lost stock certificates the rights of such holder shall remain unaffected until the total Retraction Price has been paid in the manner hereinbefore provided. On and after the close of business on the Retraction Date, provided that presentation and surrender of certificates (or a lost stock certificate affidavit in lieu thereof) and payment of the total Retraction Price has been made in accordance with the foregoing provisions, the holder of the Retracted Shares so redeemed by the Corporation shall thereafter be considered and deemed for all purposes to be a holder of the Parent Subordinate Voting Shares delivered to such holder.

7.5 Limitation on Retraction Rights. Notwithstanding any other provision of this Article 7, the Corporation shall not be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent that such redemption of Retracted Shares would be contrary to solvency requirements or other provisions of applicable law. If the Board of Directors determines that on any Retraction Date the Corporation would not be permitted by any of such provisions to redeem the Retracted Shares tendered for redemption on such date, the Corporation shall only be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent of the maximum number that may be so redeemed (rounded down to the next whole number of shares) as would not be contrary to such provisions and shall notify the holder at least two Business Days prior to the Retraction Date as to the number of Retracted Shares which will not be redeemed by the Corporation. In any case in which the redemption by the Corporation of Retracted Shares would be contrary to solvency requirements or other provisions of applicable law, and more than one holder has duly delivered a Retraction Request, the Corporation shall redeem Retracted Shares in accordance with Section 7.2 on a pro rata basis and shall issue to each holder of Retracted Shares a new certificate, at the expense of the Corporation, representing the Retracted Shares not redeemed by the Corporation pursuant to Section 7.2. Provided that the Retraction Request is not revoked by the holder in the manner specified in Section 7.6, the holder of any such Retracted Shares not redeemed by the Corporation pursuant to Section 7.2 as a result of solvency requirements or other provisions of applicable law shall be redeemed by giving the Retraction Request to require Parent to purchase such Retracted Shares from such holder on the Retraction Date or as soon as practicable thereafter on payment by Parent to such holder of the Retraction Price for each such Retracted Share pursuant to the Exchange Rights Agreement.

7.6 Withdrawal of Retraction Request. A holder of Retracted Shares may, by notice in writing given by the holder to the Corporation before the close of business on the Business Day immediately preceding the Retraction Date, withdraw such holder's Retraction Request, in which event such Retraction Request shall be null and void and, for greater certainty, the revocable offer constituted by the Retraction Request to sell the Retracted Shares to Parent shall be deemed to have been revoked.

### ARTICLE 8

### **REDEMPTION OF CLASS B SHARES BY THE CORPORATION**

8.1 Redemption Rights. Subject to applicable law, and provided Parent has not exercised the Redemption Call Right and the applicable holders of Class B Shares have not exercised the Class B Shareholders' Put Right, upon the occurrence of a Redemption Event the Corporation shall have the right to redeem all but not less than all of the then outstanding Class B Shares for an amount per Class B Share equal to the Class B Share Consideration on the last Business Day prior to the Redemption Date (the "Redemption Price").

8.2 Exercise of Redemption Rights. In the case of a proposed redemption by the Corporation of Class B Shares under this Article 8, the Corporation shall,

- (a) at least 15 days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), notify Parent in writing (the "Redemption Notice") of the intention of the Corporation to redeem the Class B Shares; and
- (b) at least 10 days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), send or cause to be sent to Parent and each holder of Class B Shares a notice in writing (the "Shareholder Redemption Notice") of the redemption by the Corporation of the Class B Shares held by such holder.

In the case of a Redemption Date established in connection with a Control Transaction, the Redemption Notice and the Shareholder Redemption Notice will be sent on or before the Redemption Date, on as many days prior written notice as may be determined by the Board of Directors to be reasonably practicable in the circumstances (provided that at least ten Business Days' notice is given). In any such case, such notice shall set out the Redemption Date.

8.3 Payment and Delivery of Redemption Price. On the Redemption Date and subject to the exercise by Parent of the Redemption Call Right or the exercise of the Class B Shareholders' Put Right, the Corporation shall cause to be delivered to the holders of the Class B Shares to be redeemed the Class B Share Consideration representing the full Redemption Price for each such Class B Share, upon presentation and surrender at the principal executive office of the Corporation of the certificates representing such Class B Shares (or a lost stock certificate affidavit in a form reasonably satisfactory to the Corporation), together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under the applicable law and the Constating Documents and (in the case of a holder who is a Resident) a representation and warranty by such holder of Class B Shares to be redeemed that such holder is a Resident. Payment of the total Redemption Price for such Class B Shares shall be made in accordance with the provisions of Article 5. On and after the Redemption Date, the holders of the Class B Shares called for redemption shall cease to be holders of such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Redemption Price, less any amounts on account of tax properly withheld in accordance with applicable law and Section 13.3, unless payment of the total Redemption Price delivered to a holder for such Class B Shares shall not be made upon presentation and surrender

of share certificates (or lost stock certificate affidavit in lieu thereof) in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected until the total Redemption Price has been paid in the manner hereinbefore provided. Upon such payment of the total Redemption Price, the holders of the Class B Shares shall thereafter be considered and deemed for all purposes to be holders of the Parent Subordinate Voting Shares delivered to them.

### ARTICLE 9

### PURCHASE FOR CANCELLATION

9.1 Purchase for Cancellation. Subject to applicable law and at the option of the holder of Class B Shares, the Corporation may at any time and from time to time purchase for cancellation all or any part of the Class B Shares by private contract with any holder of Class B Shares at any price agreed to between the Corporation and such holder of Class B Shares.

### ARTICLE 10 VOTING RIGHTS

10.1 Voting Rights. Except as required by applicable law and by Article 11 and 12, the holders of the Class B Shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting.

### ARTICLE 11 AMENDMENT AND APPROVAL

11.1 Holder Approval. The rights, privileges, restrictions and conditions attaching to the Class B Shares and the Class A Shares may be added to, changed or removed but only with approval of the holders of the Class B Shares given as hereinafter specified.

11.2 Approval Process. Any approval given by the holders of the Class B Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class B Shares or the Class A Shares or otherwise satisfy the requirements of Section 4.1 shall be deemed to have been sufficiently given if it shall have been given in accordance with applicable law subject to a minimum requirement that such approval be evidenced by resolution passed by not less than twothirds of the votes cast on such resolution at a meeting of holders of Class B Shares duly called and held at which the holders of at least 50% of the outstanding Class B Shares at that time are present or represented by proxy. If at any such meeting the holders of at least 50% of the outstanding Class B Shares at that time are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date not less than five days thereafter and to such time and place as may be designated by the Chairman of such meeting. At such adjourned meeting the holders of Class B Shares present or represented by proxy thereat shall form a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than two-thirds of the votes cast on such resolution at such meeting shall constitute the approval or consent of the holders of the Class B Shares. Notwithstanding anything to the contrary herein, any such approval or consent may be given without a meeting if, before the action, a written consent thereto is signed by holders of Class B Shares holding not less than two-thirds of the voting power of the Class B Shares then outstanding.

### ARTICLE 12 RECIPROCAL CHANGES, ETC. IN RESPECT OF PARENT SUBORDINATE VOTING SHARES

12.1 Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan of the Corporation or Parent then in effect, in the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class B Shares given in accordance with Section 11.2,

(a) issues or distributes Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to the holders of the then outstanding Parent Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than:

(i) an issue of Parent Subordinate Voting Shares pursuant to a distribution to which Section 3.1(b) applies, or

(ii) an issue of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to holders of Parent Subordinate Voting Shares who exercise an option to receive dividends of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) in lieu of receiving cash dividends, provided that the holders of Class B Shares shall receive the same option to either receive such cash dividends or distributions pursuant to Section 3.1(a) or receive dividends or distributions of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) or have their Class B Shares adjusted pursuant to Section 3.1(b);

- (b) issues or distributes rights, options or warrants to the holders of the then outstanding Parent Subordinate Voting Shares entitling them to subscribe for or to purchase Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding Parent Subordinate Voting Shares (other than an issuance or distribution pursuant to which Section 3.1(c) applies):

(i) shares or securities of Parent of any class other than Parent Subordinate Voting Shares;

(ii) rights, options or warrants other than those referred to in Section 12.1(b); or

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(iii) evidences of indebtedness of Parent,

the Corporation will provide at least five Business Days prior notice to the holders of Class B Shares and will ensure that the economic equivalent (as determined by the Board of Directors in accordance with Section 3.5) on a per share basis of such Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares), rights, options, warrants, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Class B Shares, all as applicable and without duplication. For the avoidance of doubt, no stock, securities or other assets shall be issued or distributed to the holders of Class B Shares under this Section 12.1 unless an equivalent amount on a per share basis is issued or distributed to the holders of Class A Shares under Section 5.1 of Part II.

12.2 In the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class B Shares given in accordance with Section 11.2,

- subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;
- (b) reduces, combines, consolidates or changes the then outstanding Parent Subordinate Voting Shares into a lesser number of Parent Subordinate Voting Shares; or
- (c) reclassifies or otherwise changes the Parent Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the Parent Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) change as effected in respect of the Parent Subordinate Voting Shares shall simultaneously be made to, or in, the rights of the holders of the Class B Shares. Notwithstanding any other provision in these share provisions, this Article 12 shall not be changed without the approval of the holders of the Class B Shares given in accordance with Section 11.2.

### ARTICLE 13

### LEGEND, WITHHOLDING RIGHTS; SPECIFIED AMOUNT

13.1 Legend. The certificates evidencing the Class B Shares shall contain or have affixed thereto a legend in form and on terms approved by the Board of Directors with respect to the provisions of the Exchange Rights Agreement.

13.2 Acknowledgement. Each holder of a Class B Share, whether of record or beneficial, by virtue of becoming and being such a holder, shall be deemed to acknowledge each of the Liquidation Call Right, the Retraction Call Right and the Redemption Call Right, in each case, in favor of Parent, and the overriding nature thereof in connection with the liquidation, dissolution or winding-up of the Corporation, or the retraction or redemption of Class B Shares, as the case may be, and to be bound thereby in favor of Parent as therein provided.

13.3 Withholding Rights. Each of the Corporation, Parent and their Affiliates shall be entitled to deduct and withhold from any dividend or other amount otherwise payable to any holder of

Class B Shares such amounts as the Corporation, Parent or such Affiliate is required or permitted (to the extent that absent such permitted withholding, the payor would be liable for, or for amounts on account of, taxes, interest and/or penalties in connection with the payment) to deduct or withhold with respect to such payment under the Income Tax Act (Canada) (including without limitation Section 116 and Part XIII thereof), the Code or any provision of provincial, state, local or foreign tax law, in each case, as amended. To the extent that amounts are so withheld, such withheld amounts shall be treated for all purposes hereof as having been paid to the holder of the Class B Shares in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted when due to the appropriate taxing authority and reasonable documentation respecting such payment is provided to the holder of the Class B Shares. To the extent that the amount so required or permitted to be deducted or withheld from any payment to a holder exceeds the cash portion of the consideration otherwise payable to the holder, subject to right of the holder of Class B Shares as provided for below to provide such additional cash as is necessary to satisfy the tax obligations set out above, the Corporation, Parent and their Affiliates are hereby authorized to sell or otherwise dispose of such portion of the non-cash consideration as is necessary to provide sufficient funds to the Corporation, Parent or such of their Affiliates, as the case may be, to enable it to comply with such deduction withholding requirement and the Corporation, Parent or such of their Affiliates shall notify the holder thereof and remit to the holder any portion of the net proceeds of such sale not required or permitted to be deducted or withheld. All payments to be made hereunder shall be made without interest. Notwithstanding anything to the contrary herein and if commercially reasonable, prior to selling any non-cash consideration to satisfy tax obligations as provided for above, the Corporation, Parent or its Affiliates, as applicable, shall notify the holder of Class B Shares that it shall be making the deductions or withholdings noted above and the holder of Class B Shares shall have the option to provide cash to the Corporation, Parent or its Affiliates, as applicable, in amount equal to the amounts to be withheld or deducted within three Business Days of delivery of the notice, in which case the Corporation, Parent or its Affiliates, as applicable, shall not sell any non-cash consideration until such three (3) Business Day period had passed.

### ARTICLE 14 NOTICES

14.1 Any notice, request or other communication to be given to the Corporation by a holder of Class B Shares shall be in writing and shall be valid and effective if given by mail (postage prepaid) or by facsimile or by delivery to the principal executive office of the Corporation and addressed to the attention of the President of the Corporation. Any such notice, request or other communication, if given by mail, facsimile or delivery, shall only be deemed to have been given and received (i) on the date of personal delivery, (ii) on the date of confirmed facsimile transmission, (iii) on the Business Day after it is deposited for delivery with a nationally recognized commercial overnight delivery service, or (iv) on the third (3<sup>rd</sup>) Business Day after deposit in the national certified or prepaid mail.

14.2 Any presentation and surrender by a holder of Class B Shares to the Corporation of certificates representing Class B Shares in connection with the liquidation, dissolution or windingup of the Corporation or the retraction or redemption of Class B Shares shall be made by registered mail (postage prepaid) or by delivery to the principal executive office of the Corporation addressed to the attention of the President of the Corporation. Any such presentation and surrender of

certificates shall only be deemed to have been made and to be effective upon actual receipt thereof by the Corporation. Any such presentation and surrender of certificates made by registered mail shall be at the sole risk of the holder mailing the same.

14.3 Any notice, request or other communication to be given to a holder of Class B Shares by or on behalf of the Corporation shall be in writing and shall be valid and effective if given by delivery to the address of the holder recorded in the register of shareholders of the Corporation or in the event of the address of any such holder not being so recorded, then at the last known address of such holder. Any such notice, request or other communication, shall be deemed to have been given and received on (i) the date of personal delivery, (ii) on the date of confirmed facsimile transmission, (iii) on the Business Day after it is deposited for delivery with a nationally recognized commercial overnight delivery service, or (iv) on the third (3<sup>rd</sup>) Business Day after deposit in the national certified or prepaid mail. Accidental failure or omission to give any notice, request or other communication to one or more holders of Class B Shares shall not invalidate or otherwise alter or affect any action or proceeding to be taken by the Corporation pursuant thereto except where such failure or omission has a material prejudicial effect in respect of the rights of that holder of the Class B Shares.

### PART II

### CLASS A SHARE PROVISIONS

The Class A Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

### ARTICLE 1

## INTERPRETATION

1.1 The defined terms and other provisions in Article 1 of Part I of these share provisions shall also apply to this Part II. References to Sections made in this Part II are to Sections in this Part II, unless otherwise indicated. Unless otherwise specified or required by context, the terms "these share provisions", "hereof", "herein" and "hereunder" and similar expressions refer to these Class A Share provisions and the Class B Share provisions and not to any particular Article, Section or other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

#### ARTICLE 2 DIVIDENDS

2.1 A holder of a Class A Share shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A holder of a Class A Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Class A Share equivalent to each dividend or other distribution declared on each Class B Share. Without limiting the foregoing, a holder of a Class A Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, on each Parent Distribution Declaration Date declare, a dividend or other distribution on each Class A Share:

- (a) in the case of a cash dividend or distribution declared on the Parent Subordinate Voting Shares, in an aggregate amount in cash for each Class A Share as is equal in U.S. dollars, or the Canadian Dollar Equivalent thereof on the Parent Distribution Declaration Date, in each case, to the per share cash dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable and without duplication;
- (b) in the case of a stock dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Closing Date to be paid in Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), by the payment by the Corporation of cash in an amount that is economically equivalent (as determined by the Board of Directors) to the number of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent) to be paid on each Parent Subordinate Voting Share, as applicable and without duplication; or

in the case of a dividend or distribution declared on the Parent Subordinate Voting Shares to be paid in property other than (i) cash, (ii) Parent Subordinate Voting Shares, (iii) other equity securities of Parent or (iv) securities convertible for or exchangeable into equity securities of Parent, in such type and amount of property for each Class A Share as is the same as or economically equivalent (as determined by the Board of Directors in accordance with Section 2.5) to the type and aggregate amount of property declared as a dividend or distribution on the Parent Subordinate Voting Shares, as applicable and without duplication.

Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Class A Shares pursuant to this Section 2.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law.

Payment of Dividends. Checks of the Corporation payable at par at any branch of the 2.2 bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Section 2.1(a) and the sending of such a check to each holder of a Class A Share, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the holder of Class A Shares shall be issued or transferred in respect of any stock dividends or distributions of Class A Shares contemplated by Section 2.1(b) and the sending of such a certificate to each holder of a Class A Share, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Class A Shares represented thereby. Such other type and amount of property in respect of any dividends or distributions contemplated by Section 2.1(a) shall be paid, issued, distributed or transferred by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution or transfer thereof by the Corporation to each holder of a Class A Share shall satisfy the dividend or distribution represented thereby. No holder of a Class A Share shall be entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented by a check that, if received by such holder, has not been duly presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

Record and Payment Dates. The record date for the determination of the holders of 2.3 Class A Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Class A Shares under Section 2.1 shall be the same dates as the record and payment date, respectively, for the corresponding dividend or distribution declared on the Class B Shares, as applicable.

Inability to Pay Dividends. If on any payment date for any dividends or distributions 2.4 declared on the Class A Shares under Section 2.1, the dividends or distributions are not paid in full on all of the Class A Shares then outstanding due to solvency requirements or the provisions of applicable law, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have

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(c)

sufficient moneys, assets or other property to make payment of such dividend or distribution n in satisfaction of such solvency requirements and in compliance with such applicable law.

2.5 Determination of Economic Equivalence. The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2, and shall provide the Class A Shareholders with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2.

### ARTICLE 3 VOTING RIGHTS

3.1 The holders of the Class A Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class A Share held at such meetings, except a meeting of holders of a particular class or series of shares other than the Class A Shares who are entitled to vote separately as a class or series at such meeting.

### ARTICLE 4 LIQUIDATION, DISSOLUTION OR WINDING-UP

4.1 In the event of Liquidation Event, the holders of the Class A Shares shall, subject to the rights of the holders of the Class B Shares under Section 6.1 of Part 1 of these share provisions in respect of any such distribution on liquidation, dissolution or winding up of the Corporation or other distribution of its property or assets among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary (any such event, "Liquidation Event"), be entitled to receive the remaining property and assets of the Corporation, except that the holders of Class A Shares shall first be entitled to receive, on a pari passu basis with respect to that portion of the Liquidation Amount payable to the holders of Class B Shares under subsections (b) and (c) of the definition of Class B Share Consideration, the following amounts:

(a) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class A Share under Section 2.1(a) of this Part II prior to or at the effective time of any such Liquidation Event, the excess, if any, of (A) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share prior to or at the effective time of such Liquidation Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(a) of this Part II prior to or at the effective time of such Liquidation Event; <u>plus</u> (ii) the amount of any cash dividends or other cash distributions on the Class A Share which have been declared but not yet paid as of the effective time of such Liquidation Event (determined

without duplication of amounts taken into account under clause (i), above), such sum payable in U.S. dollars or the Canadian Dollar Equivalent by means of a check payable at any branch of the bankers of the payor; plus

(b)

the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class A Share under Section 2.1(c) of this Part II prior to or at the effective time of any such Liquidation Event, the excess, if any, of (A) the aggregate fair market value of all declared and paid non-cash dividends or other non-cash distributions by Parent on a Parent Subordinate Voting Share prior to or at the effective time of such Liquidation Event, over (B) the aggregate fair market value of all non-cash dividends or other non-cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(c) of this Part II prior to or at the effective time of such Liquidation Event, plus (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class A Share which have been declared but not yet paid as of the effective time of such Liquidation Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable by means of a check payable at any branch of the bankers of the payor in U.S. dollars or the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of non-cash items having a fair market value equal to the amount of such sum.

The rights of holders of Class A Shares under this Section 4.1 to receive unpaid dividends and distributions shall rank pari passu with the rights of the holders of Class B Shares to receive unpaid dividends and distributions (as provided for in subsections (b) and (c) of the definition of Class B Share Consideration) under Section 6.1 of Part I of these share provisions.

### ARTICLE 5 RECIPROCAL CHANGES, ETC. IN RESPECT OF PARENT SUBORDINATE VOTING SHARES

5.1 Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan of the Corporation or Parent then in effect, in the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class A Shares,

(a) issues or distributes Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to the holders of the then outstanding Parent Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than:

(i) an issue of Parent Subordinate Voting Shares pursuant to a distribution to which Section 2.1(b) applies, or

 an issue of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting

Shares) to holders of Parent Subordinate Voting Shares who exercise an option to receive dividends of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) in lieu of receiving cash dividends, provided that the holders of Class A Shares shall receive the same option to either receive cash dividends or distributions pursuant to Section 2.1(a) or receive dividends or distributions of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) or have their Class A Shares adjusted pursuant to Section 2.1(b);

- (b) issues or distributes rights, options or warrants to the holders of the then outstanding Parent Subordinate Voting Shares entitling them to subscribe for or to purchase Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding Parent Subordinate Voting Shares (other than an issuance or distribution pursuant to which Section 2.1(c) applies):

 (i) shares or securities of Parent of any class other than Parent Subordinate Voting Shares;

- (ii) rights, options or warrants other than those referred to in Section 5.1(b); or
- (iii) evidences of indebtedness of Parent,

the Corporation will provide at least five Business Days prior notice to the holders of Class A Shares and will ensure that the economic equivalent on a per share basis of such Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares), rights, options, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Class A Shares, all as applicable and without duplication. For the avoidance of doubt, no stock, securities or other assets shall be issued or distributed to the holders of Class A Shares under this Section 5.1 unless an equivalent amount on a per share basis is issued or distributed to the holders of Class B Shares under Section 12.1 of Part I.

5.2 In the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class A Shares,

- subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;
- (b) reduces, combines, consolidates or changes the then outstanding Parent Subordinate Voting Shares into a lesser number of Parent Subordinate Voting Shares; or

(c) reclassifies or otherwise changes the Parent Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the Parent Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent change as effected in respect of the Parent Subordinate Voting Shares shall simultaneously be made to, or in, the rights the holders of the Class A Shares. For the avoidance of doubt, no such change shall be made under this Section 5.2 unless an equivalent change is made under Section 12.2 of Part I. Notwithstanding any other provision in these share provisions, this Article 5 shall not be changed without the approval of the holders of the Class B Shares given in accordance with Section 11.2 of Part I.

### PART III

### GENERAL

Notwithstanding any provisions in these Articles of Incorporation or the Exchange Rights Agreement to the contrary, no shareholder shall receive duplicate rights and privileges upon the occurrence of the same event. For example, if a cash dividend is declared on the Parent Subordinate Voting Shares, then the holders of Class B Shares shall receive a comparable cash dividend under Section 3.1 of Part I. They shall not receive a second cash dividend under Section 3.1 of Part I because a cash dividend was also triggered on the Class A Shares under Section 2.1 of Part II arising from the same cash dividend declared on the Parent Subordinate Voting Shares. This prohibition on duplication applies to both the Class B Shares and Class A Shares and with respect to all dividends, distributions, rights offerings, stock splits, consolidations, recapitalization, reorganizations and any other right or privilege applicable to them.

### EXHIBIT A

### **RETRACTION REQUEST**

### To: CSAC Acquisition IL II Corp. ("Exchangeco")

THIS NOTICE is given pursuant to Article 7 of Part I of the provisions of Exchangeco's articles of incorporation (the "Class B Share Provisions") attaching to the Class B Shares of Exchangeco represented by the certificate attached hereto (the "Certificate") or the lost stock certificate affidavit attached hereto, and all capitalized words and expressions used in this notice that are defined in the Class B Share Provisions have the meanings ascribed to such words and expressions in such Class B Share Provisions.

THE UNDERSIGNED hereby notifies Exchangeco that, subject to the Retraction Call Right referred to below, the undersigned desires to have Exchangeco redeem in accordance with Article 7 of the Class B Share Provisions:

all share(s) represented by the Certificate; or

share(s) only represented by the Certificate.

THE UNDERSIGNED hereby notifies Exchangeco that the Retraction Date shall be

NOTE: The Retraction Date must be a Business Day and must not be less than 5 Business Days nor more than 20 Business Days after the date upon which this notice is received by Exchangeco. If no such Business Day is specified above, the Retraction Date shall be deemed to be the 20<sup>th</sup> Business Day after the date on which this notice is received by Exchangeco.

THE UNDERSIGNED acknowledges the overriding Retraction Call Right of Parent to purchase all but not less than all the Retracted Shares from the undersigned and that this notice is and shall be deemed to be a revocable offer by the undersigned to sell the Retracted Shares to Parent in accordance with the Retraction Call Right on the Retraction Date for the Retraction Call Purchase Price (as defined in the Exchange Rights Agreement) and on the other terms and conditions set out Article 5 of the Exchange Rights Agreement. This Retraction Request, and this offer to sell the Retracted Shares to Parent, may be revoked and withdrawn by the undersigned only by notice in writing given to Exchangeco at any time before the close of business on the Business Day immediately preceding the Retraction Date.

THE UNDERSIGNED acknowledges that if, as a result of solvency requirements or other provisions of applicable law, Exchangeco is unable to redeem all Retracted Shares, the undersigned will be deemed to have exercised the Class B Shareholders' Put Right (as defined in the Exchange Rights Agreement) so as to require Parent to purchase the unredeemed Retracted Shares.

THE UNDERSIGNED hereby represents and warrants to Exchangeco and its Affiliates that the undersigned:

□ is; or □ is not

a Resident. The undersigned acknowledges that in the absence of an indication that the undersigned is a Resident, withholding may be made from amounts payable to the undersigned on the redemption or purchase of the Retracted Shares in accordance with applicable law and Section 13.3 of the Class B Share Provisions.

THE UNDERSIGNED hereby represents and warrants to Exchangeco, Parent and their Affiliates that the undersigned has good title to, and owns, the share(s) represented by the Certificate to be acquired by Exchangeco, Parent or any of their Affiliates, as the case may be, free and clear of all liens, hypothecs, claims and encumbrances.

(Date)	
(Date)	(Signature of Shareholder) (Guarantee of Signature)
	Please check box if the securities and any check(s) resulting from the retraction or purchase of the Retracted Shares are to be held for pick-up by the shareholder at the principal executive office of Exchangeco, failing which the securities and any check(s) will be delivered by courier to the last address of the shareholder as it appears on the register.
NOTE:	This panel must be completed and the Certificatee (or a lost stock certificate affidavit in a form reasonably satisfactory to the Corporation), together with such additional documents as Exchangeco may require, must be deposited with Exchangeco. The securities and any check(s) resulting from the retraction or purchase of the Retracted Shares will be issued and registered in, and made payable to, respectively, the name of the shareholder as it appears on the register of Exchangeco and the securities and any check(s) resulting from such retraction or purchase will be delivered to such shareholder as indicated above, unless the form appearing immediately below is duly completed.
Date:	
	erson in Whose Name Securities or Check(s) tered, Issued or Delivered (please print):
Street Addr	ress or P.O. Box:
Signature o	f Shareholder:
City, Provin	nce/State and Postal/Zip Code:
	juaranteed by:

NOTE:

If this Retraction Request is for less than all of the shares represented by the Certificate, a certificate representing the remaining share(s) of Exchangeco represented by this Certificate will be issued and registered in the name of the shareholder as it appears on the register of Exchangeco.



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Websits: <u>www.nyabs.gov</u> www.nyatiberflume.gov

## Initial List and State Business License Application

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees: CSAC Acquisition IL II Corp. NAME OF ENTITY TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT IMPORTANT: Read instructions before completing and returning this form. Please indicate the entity type (check only one): Filed in the Office of **Business** Number X Corporation E19013142021-7 Bachara K. Cegans Filing Number 20211901381 This corporation is publicly traded, the Central Index Key number is: Filed On Secretary of State 11/18/2021 8:27:00 AM State Of Nevada Number of Pages Nonprofit Corporation (see nonprofit sections below) Limited-Liability Company Limited Partnership Limited-Liability Partnership Limited-Liability Limited Partnership (If formed at the same time as the Limited Partnership) Business Trust Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers, may be listed on a supplemental page. CHECK ONLY IF APPLICABLE Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. 001 - Governmental Entity 006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number For nonprofit entities formed under NRS Chapter 89: entities without 501(c) nonprofit designation are required to maintain a state business license, the fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by checking box below. Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the business license fee. Exemption code 002 For nonprofit entities formed under NRS Chapter 51: entities which are Unit-owners' association or Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are excluded from the requirement to obtain a state business loanse. Please indicate below if this entity fails under one of these categories by marking the appropriate box. If the entity does not fail under either of these categories please submit \$200.00 for the state business floanse. Unit-owners' Association Religious, charitable, fratemal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) For nonprofit entities formed under NRS Chapter 82 and 80: <u>Charitable Solicitation Information - check applicable box</u> Does the Organization intend to solicit charitable or tax deductible contributions? No - no additional form is required Yes - the "Charitable Solicitation Registration Statement" is required. The Organization claims exemption pursuant to NRS 82A.210 - the "Exemption From Charitzble Solicitation Registration Statement" is required \*\* Failure to include the required statement form will result in rejection of the filing and could result in late fees.\*\*

> Page 1 of 2 Revised: 1/1/2019



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 884-6708 Website: www.nysos.gov www.nysilverflume.cov

Initial List	and State
Business	License
Application	- Continued

Officers, Managers, Members, Ge	eneral Partners, Managing P	artners or Trustees:
CORPORATION, INDICATE THE PRESIDENT, OR E	EQUIVALENT OF: Title:	
Jonathan Sandelman		United States
Name		Country
2601 South Bayshore Dr., Ste. 900	Miami	FL 33133
Address	City	State Zip/Postal Code
CORPORATION, INDICATE THE SECRETARY, OR I	EQUIVALENT OF: Title:	
Jonathan Sandelman		United States
Name		Country
2601 South Bayshore Dr., Ste. 900	Miami	FL 33133
Address	City	State Zip/Postal Code
CORPORATION, INDICATE THE TREASURER, OR	EQUIVALENT OF: Title:	
Jonathan Sandelman		United States
Name		Country
2601 South Bayshore Dr., Ste. 900	Miami	FL 33133
Address	City	State Zip/Postal Code
CORPORATION, INDICATE THE DIRECTOR:		
Jonathan Sandelman		United States
Name		Country
2601 South Bayshore Dr., Ste. 900	Miami	FL 33133
Address	City	State Zip/Postal Code

None of the officers or directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing In the Office of the Secretary of State.

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Signature of Officer, Manager, Managing Member, General Partner, Managing Partner, Trustee, Member, Owner of Business, Partner or Authorized Signer FORM WILL BE RETURNED IF UNSIGNED.

Authorized Person	11/18/21
Title	Data

Page 2 of 2 Revised: 1/1/2019

### INITIAL LIST AND STATE BUSINESS LICENSE APPLICATION – CONTINUED-

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### ADDITIONAL OFFICERS AND DIRECTORS

CORPORATION, IND	CATE THE VICE-PRESI	DENT, OR EQUIVALENT	OF: TITLE	E: VICE-PRESIDENT
<u>Jennifer Drake</u> Name	US Country			
2601 South Bayshore	Dr., Ste. 900	Miami,	FL	33133
Address		City	State	Zip/Postal Code
CORPORATION, IND	CATE THE <u>VICE-PRESII</u>	DENT, OR EQUIVALENT	OF: TITLE	: VICE-PRESIDENT
Charles Miles	US			
Name	Country			
2601 South Bayshore	Dr., Ste. 900	Miami,	FL	33133
Address		City	State	Zip/Postal Code
CORPORATION, INDI	CATE THE DIRECTOR:			
Jennifer Drake	US			
Name	Country			
2601 South Bayshore	Dr., Ste, 900	Miami,	FL	33133
Address		City	State	Zip/Postal Code
CORPORATION, INDI	CATE THE DIRECTOR:			
Charles Miles	US			
Name	Country			
2601 South Bayshore	Dr., Ste. 900	Miami,	FL.	33133
Address		City	State	Zip/Postal Code

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# SECRETARY OF STATE



## **DOMESTIC CORPORATION (78) CHARTER**

I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that **CSAC Acquisition IL II Corp.** did, on 11/18/2021, file in this office the original ARTICLES OF INCORPORATION-FOR-PROFIT that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.



Certificate Number: B202111182161743 You may verify this certificate online at <u>http://www.nvsos.gov</u> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 11/18/2021.

Barbara K. Cegenste

BARBARA K. CEGAVSKE Secretary of State

# SECRETARY OF STATE



### NEVADA STATE BUSINESS LICENSE

**CSAC** Acquisition IL II Corp.

### Nevada Business Identification # NV20212282935 Expiration Date: 11/30/2022

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202111182161820 You may verify this certificate online at <u>http://www.nvsos.gov</u> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 11/18/2021.

Barbara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

STATE OF NEVADA

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



### OFFICE OF THE SECRETARY OF STATE

DEBORAH ELIZABETH KALSTEK HODGSON RUSS LLP The Guaranty Bldg. 140 Pearl St., Ste. 100 Buffalo, NY 14202 **Commercial Recordings Division** 

202 N. Carson Street Carson City, NV 89701-4201 Telephone (775) 684-5708 Fax (775) 684-7138

**Job:**C20180917-0871 September 17, 2018

**Special Handling Instructions:** 

### Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Articles of Incorporation	20180407517-55	9/17/2018 11:28:49 AM	1	\$75.00	\$75.00
Initial List	20180407518-66	9/17/2018 11:28:51 AM	1	\$150.00	\$150.00
Business License 9/2018-	20180407518-66	9/17/2018 11:28:51 AM	1	\$500.00	\$500.00
9/2019		and the second se			
Total		849 			\$725.00

### Payments

Туре	Description	Amount
Credit	120447 5372089279796241403068	\$725.00
Total	and the second	\$725.00
		C 14 D . L 60.00

Credit Balance: \$0.00

### Job Contents:

Corp Charter	1
File Stamped Copies	2
Business License	1

DEBORAH ELIZABETH KALSTEK HODGSON RUSS LLP The Guaranty Bldg. 140 Pearl St., Ste. 100 Buffalo, NY 14202





USE BLACK INK ONLY - DO NOT HIGHLIGHT

BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

# Articles of Incorporation (PURSUANT TO NRS CHAPTER 78)

Filed in the office of	Document Number
Baloa K. (yeste	20180407517-55
Barbara K. Cegavske	Filing Date and Time
Secretary of State	09/17/2018 11:28 AM
State of Nevada	Entity Number E0436382018-4

(This document was filed electronically.) ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	CSAC ACQUISITION INC.					
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: CORPORATE CREATIONS NETWORK INC. Name Noncommercial Registered Agent (name and address below) Office or Position with Entity (name and address below)					
	Name of Noncommercial Registered Agent OR Name of	Title of Office or	Other Position with	th Entity		
			Nevada	a		
	Street Address	City			Zip Code	
	11111 (1111)			Nevada	a	
	Mailing Address (if different from street address)	City			Zip Code	
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with Par value par value: 75000 per shar	e:\$ 0.00010	Number of shares without par value:		0	
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) CHARLIE MILES Name 590 MADISON AVE., 26TH FL. Street Address 2) KAMALDEEP THINDALL Name 590 MADISON AVE., 26TH FL. Street Address	NEW YORK City NEW YORK City		NY State NY State	10022 Zip Code 10022 Zip Code	
5. Purpose: (optional; required only if Benefit Corporation status selected)	The purpose of the corporation shall be:       6. Benefit C.         ANY LEGAL PURPOSE       (see instructions)				ion: Yes	
7. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	I declare, to the best of my knowledge under penalty of perjury, that the information contained here that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instructive becretary of State.         DEBORAH KALSTEK-SEE ATTACHED       X       DEBORAH KALSTEK         Name       Incorporator Signature         HODGSON RUSS LLP, 140 PEARL ST., STE.       BUFFALO			ment for fili	ng in the Office of	
0. On difference of	Address	City		State	Zip Code	
8. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity.  X CORPORATE CREATIONS NETWORK INC.  9/17/2018					
	Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date					

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles Revised: 1-5-15

### Articles of Incorporation

CONTINUED

Includes data that is too long to fit in the fields on the NRS 78 Form and all additional director/trustees and incorporators

ENTITY NAME:	CSAC ACQUISITION INC.
FOREIGN NAME TRANSLATION:	NOT APPLICABLE
PURPOSE:	ANY LEGAL PURPOSE
REGISTERED AGENT NAME:	CORPORATE CREATIONS NETWORK INC.
STREET ADDRESS:	NOTAPPLICABLE
MAILING ADDRESS:	NOTAPPLICABLE
ADDITIONAL DIRECT	ORS/TRUSTEES
JONATHAN SANDELM	
590 MADISON AVE., 26	TH FL.
NEW YORK, NY 10022	
MARK SMITH	
590 MADISON AVE., 26	TH FL.
NEW YORK, NY 10022	

ADDITIONAL INCORPORATORS DEBORAH KALSTEK HODGSON RUSS LLP, 140 PEARL ST., STE. 100 BUFFALO, NY 14202

PAGE 2

## SECRETARY OF STATE



### **CORPORATE CHARTER**

I, Barbara K. Cegavske, the duly elected and qualified Nevada Secretary of State, do hereby certify that **CSAC ACQUISITION INC.**, did on September 17, 2018, file in this office the original Articles of Incorporation; that said Articles of Incorporation is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



Certified By: Electronic Filing Certificate Number: C20180917-0871 IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 17, 2018.

C

Barbara K. Cegevste

Barbara K. Cegavske Secretary of State

D-L Int OIL

#### (PROFIT) INITIAL/ANNUAL LIST OF OFFICERS, DIRECTORS AND STATE BUSINESS

LICENSE APPLICATION OF	LICI	ENSE	APPL	ICAT	<b>FION</b>	OF:
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SAC ACQUISITION INC. ME OF CORPORATION				20436382018-4
ME OF CORPORATION				
R THE FILING PERIOD OF SEP, 2018 TO SEP	P, 2019			
E BLACK INK ONLY - DO NOT HIGHLIGHT			*1001	
YOU MAY FILE THIS FORM ONLINE AT www.nvsilver	flume.gov**			
Return one file stamped copy. (If filing not accompanied by order	•	Filed in the office of Balaak ligeste		Number 407518-66
stamped copy will be sent to registered agent.) <u>PORTANT</u> : Read instructions before completing and returning this form	n	Barbara K. Cegavske	Filing Date	and Time 2018 11:28 AI
Print or type names and addresses, either residence or business, for all officers ar		Secretary of State State of Nevada	Entity Num	
President, Secretary, Treasurer, or equivalent of and all Directors must be named, east one director. An Officer must sign the form. FORM WILL BE RETURNED I	There must be at	State of Nevada		382018-4
f there are additional officers, attach a list of them to this form.				
Return the completed form with the filing fee. Annual list fee is based upon the cu authorized stock as explained in the Annual List Fee Schedule For Profit Corporat penalty must be added for failure to file this form by the deadline. An annual list re 90 days before its due date shall be deemed an amended list for the previous year	ions. A \$75.00 acceived more than			filed electronically.) R OFFICE USE ONLY
State business license fee is \$500.00/\$200.00 for Professional Corporations filed p orm by deadline.	pursuant to NRS Chapter 8	9. Effective 2/1/2010, \$100.00	) must be ad	ded for failure to file
Make your check payable to the Secretary of State.				
<u>Drdering Copies</u> : If requested above, one file stamped copy will be returned at n A copy fee of \$2.00 per page is required for each additional copy generated wh accompany your order.				
	on City, Nevada 89701-420	1, (775) 684-5708.		
Return the completed form to: Secretary of State, 202 North Carson Street, Carso				
Form must be in the possession of the Secretary of State on or before the last day	of the month in which it is	due. (Postmark date is not ac	cepted as re-	ceipt date.) Forms
Form must be in the possession of the Secretary of State on or before the last day eceived after due date will be returned for additional fees and penalties. Failure to	o include annual list and bu	due. (Postmark date is not ac siness license fees will result	cepted as re- in rejection o	ceipt date.) Forms f filing.
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Signature of Officer or Other Authorized Signature

Nevada Secretary of State List Profit Form: 100103 Revised: 7-1-17

## (PROFIT) INITIAL/ANNUAL LIST OF OFFICERS AND DIRECTORS OF: CSAC ACQUISITION INC.

ENTITY NUMBER E0436382018-4

NAME KAMALDEEP THINDALL	TITLE(S) DIRECTOR		
ADDRESS 590 MADISON AVE., 26TH FL.	CITY NEW YORK	STATE NY	ZIP CODE 10022
NAME JONATHAN SANDELMAN	TITLE(S) DIRECTOR		
ADDRESS 590 MADISON AVE., 26TH FL.	CITY NEW YORK	STATE NY	ZIP CODE 10022
NAME MARK SMITH	TITLE(S) DIRECTOR		
ADDRESS 590 MADISON AVE., 26TH FL.	CITY NEW YORK	STATE NY	ZIP CODE 10022
NAME	TITLE(S)		
ADDRESS	CITY	STATE	ZIP CODE
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Nevada Secretary of State List Profit AP Revised: 3-28-14

## SECRETARY OF STATE



## **NEVADA STATE BUSINESS LICENSE**

CSAC ACQUISITION INC. Nevada Business Identification # NV20181667578

Expiration Date: September 30, 2019

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 17, 2018

Bachara K. Cegarste

Barbara K. Cegavske Secretary of State

You may verify this license at www.nvsos.gov under the Nevada Business Search.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which by law <u>cannot</u> be waived.





Filed in the office of

Barbara K. Cegavske

Secretary of State State of Nevada

Balash Cogeste



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Certificate of Amendment	t
(PURSUANT TO NRS 78.385 AND 78.390)	

ABOVE SP	ACE IS FOR	OFFICE USE	ONLY

Entity

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E0436382018-4

04/26/2019 12:51 PM

Filing Date and Tir

#### Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

USE BLACK INK ONLY - DO NOT HIGHLIGHT

CSAC Acquisition Inc.

#### The articles have been amended as follows: (provide article numbers, if available)

Article 3. Authorized Stock has been amended to increase and change the authorized shares of the corporation from 75,000 common shares, \$.00010 par value to 150,000,000 common shares, \$.00010 par value of which 100,000,000 shares shall be Class A Voting Common Stock, \$.00010 par value and 50,000,000 shares shall be Exchangeable Non-Voting Common Stock, \$.00010 par value: To effect such amendment, Article 3. of the Articles of Incorporation is hereby amended to read in its entirety as follows: 3. Authorized Stock: 150,000,000 common shares, \$.00010 par value of which 100,000,000 shares are hereby designated Class A Voting Common Stock, \$.00010 par value and 50,000,000 shares Exchangeable Non-Voting Common Stock, \$.00010 par value and 50,000,000 shares Exchangeable Non-Voting Common Stock, \$.00010 par value and 50,000,000 shares Exchangeable Non-Voting Common Stock, \$.00010 par value. [continued on attachment]

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 100%

4. Effective date and time of filing: (optional) Date:

(must not be later than 90 days after the certificate is filed)

Time:

5. Signature: (required)

X

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
This form must be accompanied by appropriate fees.
Nevada Secretary of State Annend Profis-Atter
Revised: 15-15

#### PART I

#### EXCHANGEABLE SHARE TERMS

The Exchangeable Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### ARTICLE 1 INTERPRETATION

**1.1 Definitions.** In these share provisions, the following terms shall have the following meanings:

"Additional Amount" has the meaning ascribed thereto in the definition of Exchangeable Share Consideration.

"Affiliate" has the meaning ascribed thereto in the Business Corporations Act (British Columbia), as amended, but the holders of Exchangeable Shares that are parties to a Support Agreement or an Exchange Rights Agreement shall not be deemed to be Affiliates of CSAC or the Corporation.

"Board of Directors" means the Board of Directors of the Corporation.

"Business Day" means any day except Saturday, Sunday or any day on which banks are generally not open for business in the City of Toronto, Ontario or the City of New York, New York.

"Canadian Dollar Equivalent" means in respect of an amount expressed in US Dollars at any date, the product obtained by multiplying:

(a) the US Dollar amount by,

(b) the average US Dollar/Canadian Dollar daily exchange rate as published by the Bank of Canada for the period of five Business Days prior to the date of conversion.

"Cash Dividend Amount" has the meaning ascribed thereto in the definition of Exchangeable Share Consideration.

"Code" means the Internal Revenue Code of 1986, as amended.

"Common Shares" means the voting non-exchangeable common shares in the capital of the Corporation and any other securities into which such shares may be changed.

"Constating Documents" means the articles of incorporation and bylaws of the Corporation, as amended from time to time.

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"Control Transaction" means any of the following:

- (a) any person or group of persons acting jointly or in concert (within the meaning of National Instrument 62-104 *Take-Over Bids and Special Transactions*) ("**NI 62-104**") acquires, directly or indirectly, control (as defined in NI 62-104) of CSAC;
- (b) the shareholders of CSAC shall have approved a merger, consolidation, recapitalization or reorganization of CSAC, or, if shareholder approval is not sought or obtained, any such transaction shall have been consummated, in either case other than any such transaction which would result in at least 50% of the total voting power represented by the voting securities of the resulting entity outstanding immediately after such transaction being beneficially owned by holders of outstanding voting securities of CSAC immediately prior to the transaction, with the voting power of each such continuing holder relative to such other continuing holders being not altered substantially in the transaction;
- (c) the shareholders of CSAC shall approve an agreement for the sale or disposition by CSAC of all or substantially all of CSAC's consolidated assets.

"Corporation" means CSAC Acquisition Inc., a corporation organized under the laws of the State of Nevada and any successor corporation.

"CSAC" means CA Strategies Corp., a corporation organized under the laws of the Province of British Columbia, and any successor corporation.

"CSAC Distribution Declaration Date" means the date on which the board of directors of CSAC declares any dividend or other distribution on the CSAC Subordinate Voting Shares.

"CSAC Subordinate Voting Shares" means the subordinate voting shares of CSAC and any other securities into which such shares may be changed.

"Exchange Rights Agreement" means the exchange rights agreement among CSAC, the Corporation and the holders of the Exchangeable Shares setting out the terms and conditions relating to the exchange of the Exchangeable Shares for CSAC Subordinate Voting Shares, as it may be amended from time to time.

"Exchangeable Shares" mean the exchangeable non-voting common shares in the capital of the Corporation, having the rights, privileges, restrictions and conditions set forth herein.

"Exchangeable Share Consideration" means, with respect to each Exchangeable Share, for any acquisition, redemption or retraction of, or distribution of assets of the Corporation in respect of, the Exchangeable Share the aggregate of the following:

- (a) one CSAC Subordinate Voting Share; plus
- (b) unless corresponding equivalent dividends have already been declared and have been or will be paid on the Exchangeable Share prior to or on redemption, the aggregate amount of all cash dividends or other cash distributions declared and paid by CSAC on a CSAC Subordinate Voting Share from the time that the Exchangeable Share was first issued to the effective time of any such action, payable in U.S. dollars or the Canadian Dollar Equivalent by means of a cheque payable at any branch of the bankers of the payor (the **"Cash Dividend Amount"**); plus

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(c) unless corresponding equivalent dividends have already been declared and have been or will be paid on the Exchangeable Share prior to or on redemption, the aggregate amount of all declared and paid non-cash dividends or other non-cash distributions by CSAC on a CSAC Subordinate Voting Share from the time that the Exchangeable Share was first issued to the effective time of any such action, payable by means of a cheque payable at any branch of the bankers of the payor in an amount equal to the fair market value of the property distributed in payment of such non-cash dividends by CSAC on the effective date of the relevant action in U.S. dollars or the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of such non-cash items (the "Non-Cash Dividend Amount" and together with the Cash Dividend Amount, the "Additional Amount");

provided that such consideration shall be paid less any amounts on account of tax properly withheld in accordance with Section13.3. For greater certainty, in no event shall a holder of Exchangeable Shares be entitled to receive or demand any consideration in connection with the acquisition, redemption, or retraction of, or distribution of the assets of the Corporation in respect of, any Exchangeable Shares, other than the Exchangeable Share Consideration payable in accordance with Article 5.

"Exchangeable Shareholders' Put Right" means the right of the holders of Exchangeable Shares to require CSAC to purchase all or any part of the Exchangeable Shares held by such holder of Exchangeable Shares, as more particularly described in, and in accordance with, the Exchange Rights Agreement.

"Foreign Currency Amount" has the meaning ascribed thereto in the definition of Canadian Dollar Equivalent.

"Governmental Entity" means (i) any multinational, federal, provincial, state, territorial, regional, municipal, local or other government, governmental or public department, central bank, court, tribunal, arbitral body, commission, board, bureau or agency, domestic or foreign, (ii) any subdivision, agent, commission, board, or authority of any of the foregoing, or (iii) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing.

"holder" means, when used with reference to the Exchangeable Shares, the holders of Exchangeable Shares shown from time to time in the register maintained by or on behalf of the Corporation in respect of the Exchangeable Shares.

"Insolvency Event" means the institution by the Corporation of any proceeding to be adjudicated a bankrupt or insolvent or to be liquidated, dissolved or wound-up, or the consent of the Corporation to the institution of bankruptcy, insolvency, liquidation, dissolution or winding up proceedings against it, or the filing of a petition, answer or consent seeking liquidation, dissolution or winding up under any bankruptcy, insolvency or analogous laws in any jurisdiction, and the failure by the Corporation to contest in good faith any such proceedings instituted by any Person other than the Corporation commenced in respect of the Corporation within 30 days of becoming aware thereof, or the consent by the Corporation to the filing of any such petition or to the appointment of a receiver, or the making by the Corporation of a general assignment for the benefit of creditors, or the admission in writing by the Corporation of its inability to pay its debts generally as they become due, or the Corporation not being permitted, pursuant to solvency requirements of applicable law, to purchase any Retracted Shares pursuant to these share provisions.

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"Liquidation Amount" has the meaning ascribed thereto in Section 6.1.

"Liquidation Call Purchase Price" has the meaning ascribed thereto in the Exchange Rights Agreement.

"Liquidation Call Right" means the overriding right of CSAC, in the event of and notwithstanding the proposed liquidation, dissolution or winding-up of the Corporation pursuant to Article6, to purchase from all, but not less than all, of the holders of Exchangeable Shares (other than any holder of Exchangeable Shares which is an Affiliate of CSAC) on the Liquidation Date all, but not less than all, of the Exchangeable Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

"Liquidation Date" has the meaning ascribed thereto in Section 6.1.

"Non-Cash Dividend Amount" has the meaning ascribed thereto in the definition of Exchangeable Share Consideration.

"Person" includes any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate, corporation, unincorporated association or organization, Governmental Entity, syndicate or other entity, whether or not having legal status.

"Purchase Agreements" means the equity purchase agreements, dated October17, 2019, with each of LivFree Wellness, LLC, a Nevada Limited Liability Company, Washoe Wellness, LLC, The Canopy NV, LLC, and Cannapunch of Nevada LLC, and Sira Naturals Inc., each as amended or amended and restated, and any other purchase agreement approved by the Board of Directors of CSAC.

**"Redemption Call Right"** means the overriding right of CSAC, notwithstanding the proposed redemption of the Exchangeable Shares by the Corporation pursuant to Article8, to purchase from all but not less than all of the holders of Exchangeable Shares (other than any holder of Exchangeable Shares which is an Affiliate of CSAC) on the Redemption Date all but not less than all of the Exchangeable Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

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**"Redemption Date"** means the date, if any, established by the Board of Directors in connection with the occurrence of a Redemption Event, for the redemption by the Corporation of all but not less than all of the outstanding Exchangeable Shares pursuant to Article8 in accordance with the terms hereof; provided, however, that the Redemption Date, if established, shall not be later than thirty (30) days after the occurrence of such Redemption Event (except in the case of a Redemption Event set forth in clause (d)of the definition thereof, in which case the Redemption Date shall occur not later than thirty (30) days after the Corporation's delivery of the Shareholder Redemption Notice, subject to Section 8.2).

**"Redemption Event"** means (a)the occurrence of a Control Transaction, (b)the occurrence of an Insolvency Event, (c)the day upon which U.S. tax legislation is amended and becomes effective such that all U.S. resident holders of Exchangeable Shares may receive CSAC Subordinate Voting Shares in exchange for their Exchangeable Shares on a tax deferred basis for U.S. income tax purposes, or (d) it is the seventh anniversary of the Closing Date (as defined in the Purchase Agreement) or any date thereafter.

"Redemption Notice" has the meaning ascribed thereto in Section 8.2.

"Redemption Price" has the meaning ascribed thereto in Section 8.1.

"Resident" means a Person who is a resident of the United States for purposes of the Code or, if a partnership, all of whose partners are Residents.

"Retracted Shares" has the meaning ascribed thereto in Subsection 7.1(a).

"Retraction Call Right" has the meaning ascribed thereto in Subsection 7.1(c).

"Retraction Date" has the meaning ascribed thereto in Subsection 7.1(b).

"Retraction Price" has the meaning ascribed thereto in Section 7.1.

"Retraction Request" has the meaning ascribed thereto in Section 7.1.

"Shareholder Redemption Notice" has the meaning ascribed thereto in Section 8.2(b).

"Support Agreement" means the support agreement in respect of the Exchangeable Shares between CSAC, the Corporation, and the holders of the Exchangeable Shares as it may be amended from time to time.

**1.2** Headings; Articleand SectionReferences. The division of these share provisions into Articles, Sections and other portions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of these share provisions. Unless otherwise indicated, all references to an "Article", "Section" or "Subsection" followed by a number and/or a letter refer to the specified Article, Sectionor Subsection of these share provisions. The terms "these share

provisions", "hereof", "herein" and "hereunder" and similar expressions refer to these exchangeable share provisions and not to any particular Article, Sectionor other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

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1.3 Number and Gender. Words importing the singular number only shall include the plural and vice versa. Words importing any gender shall include all genders.

**1.4** Business Days. If any date on which any action is required to be taken under these share provisions is not a Business Day, such action shall be required to be taken on the next succeeding Business Day.

#### ARTICLE 2 RANKING OF EXCHANGEABLE SHARES

2.1 Ranking. Except for the exchange features and related rights of the Exchangeable Shares and the fact that the Exchangeable Shares are non-voting, the Exchangeable Shares shall rank pari passu with the Common Shares.

#### ARTICLE 3 DIVIDENDS

**3.1 Dividends.** A holder of an Exchangeable Share shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A holder of an Exchangeable Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Exchangeable Share equivalent to each dividend or other distribution declared on each Common Share. A holder of an Exchangeable Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, on each CSAC Distribution Declaration Date declare, a dividend or other distribution on each Exchangeable Share:

- (a) in the case of a cash dividend or distribution declared on the CSAC Subordinate Voting Shares, in an aggregate amount in cash for each Exchangeable Share as is equal in U.S. dollars, or the Canadian Dollar Equivalent thereof on the CSAC Distribution Declaration Date, in each case, to the per share cash dividend or distribution declared on the CSAC Subordinate Voting Shares, as applicable and without duplication;
- (b) in the case of a stock dividend or distribution declared on the CSAC Subordinate Voting Shares to be paid in CSAC Subordinate Voting Shares, by the issue or transfer by the Corporation of such number of Exchangeable Shares for each Exchangeable Share as is economically equal to the number of CSAC Subordinate Voting Shares to be paid on each CSAC Subordinate Voting Share, as applicable and without duplication unless in lieu of such stock dividend the Corporation elects to effect a corresponding and contemporaneous and economically equivalent (as determined by the Board of Directors in accordance with Section3.5) subdivision of the outstanding Exchangeable Shares; or
- (c) in the case of a dividend or distribution declared on the CSAC Subordinate Voting Shares to be paid in property other than cash or CSAC Subordinate Voting Shares, in such type and amount of property for each Exchangeable Share as is the same as or economically equivalent (as determined by the Board of Directors in accordance with Section3.5) to the type and aggregate amount of property declared as a dividend or distribution on the CSAC Subordinate Voting Shares, as applicable and without duplication.

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Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Exchangeable Shares pursuant to this Section3.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law. For the avoidance of doubt, Section3.1(b)shall be applied to ensure that holders of Exchangeable Shares are treated in a manner economically equivalent to the treatment of holders of CSAC Subordinate Voting Shares and shall not be applied to confer a benefit on any other Person.

**3.2** Payment of Dividends. Checks of the Corporation payable at par at any branch of the bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Subsection 3.1(a) and the sending of such a check to each holder of an Exchangeable Share, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the holder of Exchangeable Shares shall be issued or transferred in respect of any stock dividends or distributions of Exchangeable Shares contemplated by Subsection 3.1(b) and the sending of such a certificate to each holder of an Exchangeable Share, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Exchangeable Shares represented thereby. Such other type and amount of property in respect of any dividends or distributions contemplated by Subsection 3.1(c) shall be paid, issued, distributed or transferred by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution or transfer therefore by the Corporation to each holder of an Exchangeable Share shall be and dividend or distribution represented thereby. No holder of an Exchangeable Share shall be entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented by a check that, if received by such holder, has not been duly presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

3.3 Record and Payment Dates. The record date for the determination of the holders of Exchangeable Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Exchangeable Shares under Section3.1 shall be the same dates as the record date and payment date, respectively, for the corresponding dividend or distribution declared on the CSAC Subordinate Voting Shares, as applicable.

3.4 Inability to Pay Dividends. If on any payment date for any dividends or distributions declared on the Exchangeable Shares under Section3.1, the dividends or distributions are not paid in full on all of the Exchangeable Shares then outstanding, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property properly applicable to the payment of such dividend or distribution.

**3.5** Determination of Economic Equivalence. The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2, and shall provide the Exchangeable Shareholders with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2. Notwithstanding anything to the contrary in these share terms, within ten (10)Business Days following the delivery of the written determination of economic equivalence

to the Exchangeable Shareholders, the holders of at least a majority of the then-outstanding Exchangeable Shares (the "Majority Holders") may dispute such determination by written notice to the Board of Directors (the "Dispute Notice"). If the Dispute Notice is so given, the Majority Holders, on the one hand, and the Board of Directors, on the other hand, shall jointly select an appraiser which shall be an independent, nationally recognized firm of chartered professional accountants (the "Appraiser") who shall determine the economic equivalence; provided, however, that if the Majority Holders and the Board of Directors cannot agree upon a single appraiser, KPMG shall be the Appraiser for purposes of this Section3.5. The Appraiser shall conduct such independent procedures and investigations as the Appraiser shall deem necessary in order to form an opinion as to the economic equivalence and shall give written notice within thirty (30) days of its appointment as Appraiser of its determination to the Majority Holders and the Board of Directors. Such determination shall be final and binding upon the Exchangeable Shareholders and the Corporation, absent manifest error. The fees of the Appraiser shall be borne by the Majority Holders, on the one hand, and the Corporation, on the other hand, in such amount(s) as will be determined by the Appraiser based on the proportion that the aggregate dollar amount of disputed items submitted to the Appraiser that is unsuccessfully disputed by the Majority Holders, on the one hand, or the Corporation, on the other hand, as determined by the Appraiser, bears to the total amount of such disputed items so referred to the Appraiser for resolution.

#### ARTICLE 4 CERTAIN RESTRICTIONS

4.1 Certain Restrictions. So long as any of the Exchangeable Shares are outstanding, the Corporation shall not at any time without, but may at any time with, the approval of the holders of the Exchangeable Shares given as specified in Section 11.2:

- (a) amend the Constating Documents; or
- (b) initiate the voluntary liquidation, dissolution or winding-up of the Corporation nor take any action or omit to take any action that is designed to result in the liquidation, dissolution or winding-up of the Corporation.

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#### ARTICLE 5 PAYMENT OF THE EXCHANGEABLE SHARE CONSIDERATION

5.1 Payment of the Exchangeable Share Consideration. For all purposes of these rights, privileges, restrictions and conditions attaching to the Exchangeable Shares, payment of the Exchangeable Share Consideration (including payment of the Additional Amount, if any) in respect of each Exchangeable Share shall be made by causing to be issued or transferred to each holder of such Exchangeable Share a CSAC Subordinate Voting Share (which share shall be fully paid and shall be free and clear of any lien, claims or encumbrance) plus delivering a check of the Corporation in respect of the Additional Amount, if any, and in all cases, less any amounts on account of tax properly withheld in accordance with Section13.3. In connection with such issuance or transfer of such CSAC Subordinate Voting Share, such holder will, in CSAC's discretion as to physical or electronic form, (i)receive, at the address of such holder recorded in the register of shareholders of the Corporation for the Exchangeable Shares or, if requested by the holder, by holding for pick-up by such holder at the principal executive office of the Corporation a physical share certificate representing such CSAC Subordinate Voting Share registered on an uncertificated basis in the direct registration system maintained by CSAC's transfer agent in the name of such holder of the Exchangeable Share (or, if requested by such holder of the Exchangeable Share (or, if requested by such holder of the Exchangeable Share, the CSAC Subordinate Voting Share will be deposited with CDS Clearing and Depository Services Inc. and held in street name by the broker of such holder of the Exchangeable Share).

#### ARTICLE 6 DISTRIBUTION ON LIQUIDATION

6.1 Liquidation Rights. Subject to applicable law and the due exercise by CSAC of its Liquidation Call Right, in the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, a holder of Exchangeable Shares shall be entitled to receive in respect of each Exchangeable Share held by such holder on the effective date (the "Liquidation Date") of such liquidation, dissolution or winding-up, before any other distribution of any part of the assets of the Corporation, an amount per Exchangeable Share equal to the Exchangeable Share Consideration applicable on the last Business Day prior to the Liquidation Date (the "Liquidation Amount"), except that the Common Shares will have equivalent rights with respect to any unpaid dividends and distributions as set forth in Article 4 of Part II of these share terms.

6.2 Payment and Delivery of Liquidation Amount. On or promptly after the Liquidation Date, and subject to the exercise by CSAC of the Liquidation Call Right, the Corporation shall cause to be delivered to the holders of the Exchangeable Shares the Liquidation Amount for each such Exchangeable Share upon presentation and surrender of the certificates representing such Exchangeable Shares, a document (in the case of a holder who is a Resident) containing a representation and warranty that the holder is a Resident, together with such other documents and instruments as may be reasonably required to effect a transfer of Exchangeable Shares under applicable law and the Constating Documents, at the principal executive office of the Corporation. Payment of the total Liquidation Amount for such Exchangeable Shares shall be made in accordance with the provisions of Article5. On and after the Liquidation Date, the holders of the Exchangeable Shares shall cease to be holders of such Exchangeable Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Liquidation Amount, unless payment of the total Liquidation Amount for such Exchangeable Shares shall remain unaffected until the total Liquidation Amount has been paid in the manner here in before provided. Upon delivery of CSAC Subordinate Voting Shares, the holders of the Exchangeable Shares shall thereafter be considered and deemed for all purposes to be holders of the CSAC Subordinate Voting Shares delivered to them or the custodian on their behalf.

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**6.3 Rights after Liquidation.** After the Corporation has satisfied its obligations to pay the holders of the Exchangeable Shares the total Liquidation Amount, such holders shall not be entitled, in respect of the Exchangeable Shares, to share in any further distribution of the assets of the Corporation.

#### ARTICLE 7 RETRACTION OF EXCHANGEABLE SHARES BY HOLDER

7.1 **Retraction Rights.** A holder of Exchangeable Shares shall be entitled, subject to applicable law and the exercise by CSAC of the Retraction Call Right and otherwise upon compliance with the provisions of this Article7, to require the Corporation to redeem all or any portion of the Exchangeable Shares registered in the name of such holder for an amount per Exchangeable Share equal to the Exchangeable Share Consideration on the last Business Day prior to the Retraction Date (the **"Retraction Price"**). To effect such redemption, the holder shall present and surrender at the principal executive office of the Corporation the certificate or certificates representing the Exchangeable Shares which the holder desires to have the Corporation redeem, together with such other documents and instruments as the Corporation may reasonably require, together with a duly executed statement (the **"Retraction Request"**) in the form of Exhibit A or in such other form as may be acceptable to the Corporation:

(a) specifying that the holder desires to have all or a specified portion of the Exchangeable Shares represented by such certificate or certificates (the **"Retracted Shares"**) redeemed by the Corporation;

- (b) stating the Business Day on which the holder desires to have the Corporation redeem the Retracted Shares (the "**Retraction Date**"), provided that the Retraction Date shall be not less than 10 Business Days nor more than 20 Business Days after the date on which the Retraction Request is received by the Corporation and further provided that, in the event that no such Business Day is specified by the holder in the Retraction Request, the Retraction Date shall be deemed to be the 20th Business Day after the date on which the Retraction Request is received by the Corporation;
- (c) acknowledging the overriding right (the "**Retraction Call Right**") of CSAC, pursuant to the Exchange Rights Agreement, to purchase all but not less than all of the Retracted Shares directly from the holder and that the Retraction Request shall be deemed to be a revocable offer by the holder to sell the Retracted Shares to CSAC in accordance with the Retraction Call Right on the terms and conditions set out in Article 5 of the Exchange Rights Agreement; and

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(d) in the case of a holder who is a Resident, representing and warranting that the holder is a Resident.

7.2 Purchase by the Corporation. Subject to the exercise by CSAC of the Retraction Call Right, upon receipt by the Corporation in the manner specified in Section7.1 of a certificate or certificates representing the number of Retracted Shares, together with a Retraction Request, and provided that the Retraction Request is not revoked by the holder in the manner specified in Section7.6, the Corporation shall redeem the Retracted Shares effective at the close of business on the Retraction Date and shall cause to be delivered to such holder the Retraction Price. if only a part of the Exchangeable Shares represented by any certificate is redeemed (or purchased by CSAC or any of its Affiliates pursuant to the Retraction Call Right), a new certificate for the balance of such Exchangeable Shares to be retained by the holder of Exchangeable Shares shall be issued to the holder by the Corporation.

7.3 Payment of Retraction Price. The Corporation shall deliver the Retraction Price in accordance with the provisions of Article5 and such delivery by the Corporation shall be deemed to be payment of and shall satisfy and discharge all liability for the total Retraction Price.

7.4 **Rights after Retraction.** On and after the close of business on the Retraction Date, the holder of the Retracted Shares shall cease to be a holder of such Retracted Shares and shall not be entitled to exercise any of the rights of a holder in respect thereof, other than the right to receive the Retraction Price per Exchangeable Share, less any amounts on account of tax properly withheld in accordance with applicable law and Section13.3, unless upon presentation and surrender of certificates in accordance with the foregoing provisions, payment of the total Retraction Price payable to such holder shall not be made as provided in Section7.3, in which case the rights of such holder shall remain unaffected until the total Retraction Price has been paid in the manner hereinbefore provided. On and after the close of business on the Retraction Date, provided that presentation and surrender of certificates and payment of the total Retraction Price has been made in accordance with the foregoing provisions, the holder of the Retracted Shares so redeemed by the Corporation shall thereafter be considered and deemed for all purposes to be a holder of the CSAC Subordinate Voting Shares delivered to such holder.

7.5 Limitation on Retraction Rights. Notwithstanding any other provision of this Article7, the Corporation shall not be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent that such redemption of Retracted Shares would be contrary to solvency requirements or other provisions of applicable law. If the Corporation believes that on any Retraction Date it would not be permitted by any of such provisions to redeem the Retracted Shares tendered for redemption on such date, the Corporation shall only be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent of the maximum number that may be so redeemed (rounded down to the next whole number of shares) as would not be contrary to such provisions and shall notify the holder at least two Business Days prior to the Retracted Shares would be contrary to solvency requirements or other provisions of applicable law, and more than one holder has duly delivered a Retraction Request, the Corporation shall redeemed by the Corporation pursuant to Section7.2. Provided that the Retracted Shares in a recordance with Section7.2 on a *pro rata* basis and shall issue to each holder of Retracted Shares is not revoked by the holder in the manner specified in Section7.6, the holder of any such Retracted Shares not redeemed by the Corporation pursuant to Section7.2. Provided that the Retracted Shares from such holder on the Retraction Date or as soon as practicable thereafter on payment by CSAC to such holder of the Retraction Price for each such Retracted Share pursuant to the Exchange Rights Agreement.

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7.6 Withdrawal of Retraction Request. A holder of Retracted Shares may, by notice in writing given by the holder to the Corporation before the close of business on the Business Day immediately preceding the Retraction Date, withdraw its Retraction Request, in which event such Retraction Request shall be null and void and, for greater certainty, the revocable offer constituted by the Retraction Request to sell the Retracted Shares to CSAC shall be deemed to have been revoked.

#### ARTICLE 8

#### REDEMPTION OF EXCHANGEABLE SHARES BY THE CORPORATION

**8.1** Redemption Rights. Subject to applicable law, and provided CSAC has not exercised the Redemption Call Right or an Exchangeable Shareholder has not exercised the Exchangeable Shareholders' Put Right, upon the occurrence of a Redemption Event the Corporation shall have the right to redeem all but not less than all of the then outstanding Exchangeable Shares for an amount per Exchangeable Share equal to the Exchangeable Share Consideration on the last Business Day prior to the Redemption Date (the "Redemption Price").

8.2 Exercise of Redemption Rights. In the case of a proposed redemption by the Corporation of Exchangeable Shares under this Article 8, the Corporation shall,

- (a) at least 15 days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), notify CSAC in writing (the "Redemption Notice") of the intention of the Corporation to redeem the Exchangeable Shares; and
- (b) at least 10 days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction). send or cause to be sent to CSAC and each holder of Exchangeable Shares a notice in writing (the **"Shareholder Redemption Notice")** of the redemption by the Corporation of the Exchangeable Shares held by such holder.

In the case of a Redemption Date established in connection with a Control Transaction, the Redemption Notice and the Shareholder Redemption Notice will be sent on or before the Redemption Date, on as many days prior written notice as may be determined by the Board of Directors to be reasonably practicable in the circumstances (provided that at least ten Business Days' notice is given). In any such case, such notice shall set out the Redemption Date.

**8.3** Payment and Delivery of Redemption Price. On the Redemption Date and subject to the exercise by CSAC of the Redemption Call Right or the exercise of the Exchangeable Shareholders' Put Right, the Corporation shall cause to be delivered to the holders of the Exchangeable Shares to be redeemed the Exchangeable Share

Consideration representing the full Redemption Price for each such Exchangeable Share, upon presentation and surrender at the principal executive office of the Corporation of the certificates representing such Exchangeable Shares, together with such other documents and instruments as may be reasonably required to effect a transfer of Exchangeable Shares under the applicable law and the Constating Documents and (in the case of a holder who is a Resident) a representation and warranty by such holder of Exchangeable Shares to be redeemed that such holder is a Resident. Payment of the total Redemption Price for such Exchangeable Shares shall be made in accordance with the provisions of Article5. On and after the Redemption Date, the holders of the Exchangeable Shares called for redemption shall cease to be holders of such Exchangeable Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Redemption Price, less any amounts on account of tax properly withheld in accordance with applicable law and Section 13.3, unless payment of the total Redemption Price does the rights of the holders of share certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected until the total Redemption Price, has been paid in the manner hereinbefore provided. Upon such payment of the total Redemption Price, the holders of the Exchangeable Shares to be holders of the total Redemption Price, the holders of the Exchangeable Shares to be holders of the total Redemption Price, the holders of the Exchangeable Shares the right of the total Redemption Price, the holders of the Exchangeable Shares shall not be made upon presentation and surrender of share certificates in accordance with the foregoing provisions, in which case the rights of the holders of the Exchangeable Shares shall remain unaffected until the total Redemption Price, the holders of the Exchangeable Shares shall t

#### ARTICLE 9 PURCHASE FOR CANCELLATION

9.1 Purchase for Cancellation. Subject to applicable law and at the option of the holder of Exchangeable Shares, the Corporation may at any time and from time to time purchase for cancellation all or any part of the Exchangeable Shares by private contract with any holder of Exchangeable Shares at any price agreed to between the Corporation and such holder of Exchangeable Shares.

#### ARTICLE 10 VOTING RIGHTS

**10.1 Voting Rights.** Except as required by applicable law and by Article 11 and 12, the holders of the Exchangeable Shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting.

#### ARTICLE 11 AMENDMENT AND APPROVAL

**11.1 Holder Approval.** The rights, privileges, restrictions and conditions attaching to the Exchangeable Shares and the Common Shares may be added to, changed or removed but only with the approval of the holders of the Exchangeable Shares given as hereinafter specified.

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**11.2 Approval Process.** Any approval given by the holders of the Exchangeable Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Exchangeable Shares or the Common Shares or any other matter requiring the approval or consent of the holders of the Exchangeable Shares (except as set forth in Section3.5) shall be deemed to have been sufficiently given if it shall have been given in accordance with applicable law subject to a minimum requirement that such approval be evidenced by resolution passed by not less than two-thirds of the votes cast on such resolution at a meeting of holders of Exchangeable Shares duly called and held at which the holders of at least 50% of the outstanding Exchangeable Shares at that time are present or represented by proxy. If at any such meeting the holders of at least 50% of the outstanding Exchangeable Shares at that time are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such take to represented by proxy thereat shall form a quorum and may transact the business for which the meeting shall constitute the approval or consent of the votes cast on such resolution at such meeting shall constitute the approval or consent of the budiers of the Exchangeable Shares present or represented by proxy thereat shall form a quorum and may transact the business for which the meeting was originally called and a holders of the Exchangeable Shares.

#### ARTICLE 12 RECIPROCAL CHANGES, ETC. IN RESPECT OF CSAC SUBORDINATE VOTING SHARES

**12.1** Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan, in the event that CSAC, without the prior approval of the Corporation and the prior approval of the holders of the Exchangeable Shares given in accordance with Section 11.2,

- (a) issues or distributes CSAC Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire CSAC Subordinate Voting Shares) to the holders of the then outstanding CSAC Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than:
  - (i) an issue of CSAC Subordinate Voting Shares pursuant to a distribution to which Section 3.1(b) applies, or

(ii) an issue of CSAC Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire CSAC Subordinate Voting Shares) to holders of CSAC Subordinate Voting Shares who exercise an option to receive dividends of CSAC Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire CSAC Subordinate Voting Shares) in lieu of receiving cash dividends, provided that the holders of Exchangeable Shares shall receive the same option to either receive such cash dividends pursuant to Section3.1(a)or receive dividends of CSAC Subordinate Voting Shares) or have their Exchangeable Shares adjusted pursuant to Section 3.1(b);

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- (b) issues or distributes rights, options or warrants to the holders of the then outstanding CSAC Subordinate Voting Shares entitling them to subscribe for or to purchase CSAC Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire CSAC Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding CSAC Subordinate Voting Shares:
  - (i) shares or securities of CSAC of any class other than CSAC Subordinate Voting Shares;
  - (ii) rights, options or warrants other than those referred to in Subsection 12.1(b);
  - (iii) evidences of indebtedness of CSAC; or
  - (iv) assets of CSAC,

the Corporation will provide at least five Business Days prior notice to the holders of Exchangeable Shares and will ensure that the economic equivalent on a per share basis of such CSAC Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire CSAC Subordinate Voting Shares), rights, options, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Exchangeable Shares, all as applicable and without duplication.

12.2 In the event that CSAC, without the prior approval of the Corporation and the prior approval of the holders of the Exchangeable Shares given in accordance with Section 11.2,

- (a) subdivides, redivides or changes the then outstanding CSAC Subordinate Voting Shares into a greater number of CSAC Subordinate Voting Shares;
- (b) reduces, combines, consolidates or changes the then outstanding CSAC Subordinate Voting Shares into a lesser number of CSAC Subordinate Voting Shares; or
- (c) reclassifies or otherwise changes the CSAC Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the CSAC Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent change as effected in respect of the CSAC Subordinate Voting Shares shall simultaneously be made to, or in, the rights of the holders of the Exchangeable Shares such that the economic equivalency of the CSAC Subordinate Voting Shares and the Exchangeable Shares is maintained. Notwithstanding any other provision in these share provisions, this Article12 shall not be changed without the approval of the holders of the Exchangeable Shares given in accordance with Section 11.2.

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#### ARTICLE 13 LEGEND, WITHHOLDING RIGHTS; SPECIFIED AMOUNT

**13.1** Legend. The certificates evidencing the Exchangeable Shares shall contain or have affixed thereto a legend in form and on terms approved by the Board of Directors with respect to the provisions of the Support Agreement and the Exchange Rights Agreement.

**13.2 Acknowledgement.** Each holder of an Exchangeable Share, whether of record or beneficial, by virtue of becoming and being such a holder shall be deemed to acknowledge each of the Liquidation Call Right, the Retraction Call Right and the Redemption Call Right, in each case, in favor of CSAC, and the overriding nature thereof in connection with the liquidation, dissolution or winding-up of the Corporation or the retraction or redemption of Exchangeable Shares, as the case may be, and to be bound thereby in favor of CSAC as therein provided.

Each of the Corporation, CSAC and their Affiliates shall be entitled to deduct and withhold from any dividend or other amount otherwise 13.3 Withholding Rights. payable to any holder of Exchangeable Shares such amounts as the Corporation, CSAC or such Affiliate is required or permitted (to the extent that absent such permitted withholding, the payor would be liable for, or for amounts on account of, taxes, interest and/or penalties in connection with the payment) to deduct or withhold with respect to such payment under the Income Tax Act (Canada) (including without limitation section 116 and PartXIII thereof), the Code or any provision of provincial, state, local or foreign tax law, in each case, as amended. To the extent that amounts are so withheld, such withheld amounts shall be treated for all purposes hereof as having been paid to the holder of the Exchangeable Shares in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted when done to the appropriate taxing authority and reasonable documentation respecting such payment is provided to the holder of the Exchangeable Shares. To the extent that the amount so required or permitted to be deducted or withheld from any payment to a holder exceeds the cash portion of the consideration otherwise payable to the holder, subject to right of the holder of Exchangeable Shares as provided for below to provide such additional cash as is necessary to satisfy the tax obligations set out above, the Corporation, CSAC and their Affiliates are hereby authorized to sell or otherwise dispose of such portion of the non-cash consideration as is necessary to provide sufficient funds to the Corporation, CSAC or such of their Affiliates, as the case may be, to enable it to comply with such deduction or withholding requirement and the Corporation, CSAC or such of their Affiliates shall notify the holder thereof and remit to the holder any portion of the net proceeds of such sale not required or permitted to be deducted or withheld. All payments to be made hereunder shall be made without interest. Notwithstanding anything to the contrary herein and if commercially reasonable, prior to selling any non-cash consideration to satisfy tax obligations as provided for above, the Corporation, CSAC or its Affiliates, as applicable, shall notify the Exchangeable Shareholder that it shall be making the deductions or withholdings noted above and the Exchangeable Shareholder shall have the option to provide cash to the Corporation, CSAC or its Affiliates, as applicable, in an amount equal to the amounts to be withheld or deducted within three Business Days of delivery of the notice, in which case the Corporation, CSAC or its Affiliates, as applicable, shall not sell any non-cash consideration until such three (3) Business Day period had passed.

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#### ARTICLE 14 NOTICES

**14.1** Any notice, request or other communication to be given to the Corporation by a holder of Exchangeable Shares shall be in writing and shall be valid and effective if given by mail (postage prepaid) or by facsimile or by delivery to the principal executive office of the Corporation and addressed to the attention of the President of the Corporation. Any such notice, request or other communication, if given by mail, facsimile or delivery, shall only be deemed to have been given and received (i)on the date of personal delivery, (ii)on the date of confirmed facsimile transmission, (iii)on the Business Day after it is deposited for delivery with a nationally recognized commercial overnight delivery service, or (iv) on the third (3<sup>rd</sup>) Business Day after deposit in the national certified or prepaid mail.

14.2 Any presentation and surrender by a holder of Exchangeable Shares to the Corporation of certificates representing Exchangeable Shares in connection with the liquidation, dissolution or winding-up of the Corporation or the retraction or redemption of Exchangeable Shares shall be made by registered mail (postage prepaid) or by delivery to the principal executive office of the Corporation addressed to the attention of the President of the Corporation. Any such presentation and surrender of certificates made by registered mail shall be at the sole risk of the holder mailing the same.

**14.3** Any notice, request or other communication to be given to a holder of Exchangeable Shares by or on behalf of the Corporation shall be in writing and shall be valid and effective if given by delivery to the address of the holder recorded in the register of shareholders of the Corporation or, in the event of the address of any such holder not being so recorded, then at the last known address of such holder. Any such notice, request or other communication, shall be deemed to have been given and received on (i)the date of personal delivery, (ii)on the date of confirmed facsimile transmission, (iii)on the Business Day after it is deposited for delivery with a nationally recognized commercial overnight delivery service, or (iv) on the third (3<sup>rd</sup>)Business Day after deposit in the national certified or prepaid mail. Accidental failure or omission to give any notice, request or other communication to one or more holders of Exchangeable Shares shall not invalidate or otherwise alter or affect any action or proceeding to be taken by the Corporation pursuant thereto except where such failure or omission has a material prejudicial effect in respect of the rights of that holder of the Exchangeable Shares.

#### PART II

#### **COMMON SHARE TERMS**

The Common Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### ARTICLE 1 INTERPRETATION

1.1The defined terms and other provisions in Article1 of PartI of these share terms shall also apply to this PartII. References to Sections made in this PartII are to Sections in this Part II, unless otherwise indicated.

#### ARTICLE 2 DIVIDENDS

2.1A holder of a Common Share shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A holder of a Common Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Common Share equivalent to each dividend or other distribution declared on each Exchangeable Share. A holder of a Common Share shall be entitled to receive, and the Board of Directors shall declare a dividend or other distribution on each Common Share:

- (a) in the case of a cash dividend or distribution declared on the CSAC Subordinate Voting Shares, in an aggregate amount in cash for each Common Share as is equal in U.S. dollars, or the Canadian Dollar Equivalent thereof on the CSAC Distribution Declaration Date, in each case, to the cash dividend or distribution declared on the CSAC Subordinate Voting Shares, as applicable and without duplication;
- (b) in the case of a stock dividend or distribution declared on the CSAC Subordinate Voting Shares to be paid in CSAC Subordinate Voting Shares, by the payment by the Corporation of cash in an amount that is economically equivalent (as determined by the Board of Directors) to the number of CSAC Subordinate Voting Shares to be paid on each CSAC Subordinate Voting Share, as applicable and without duplication;
- (c) In the case of a dividend or distribution declared on the CSAC Subordinate Voting Shares to be paid in property other than cash or CSAC Subordinate Voting Shares, in such type and amount of property for each Common Share as is the same as or economically equivalent (as determined by the Board of Directors) to the type and aggregate amount of property declared as a dividend or distribution on the CSAC Subordinate Voting Shares, as applicable and without duplication.

- 19 -

Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Common Shares pursuant to this Section2.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law. For the avoidance of doubt, Section2.1(b)shall be applied to ensure that holders of Common Shares are treated in a manner economically equivalent to the treatment of holders of CSAC Subordinate Voting Shares and shall not be applied to confer a benefit on any other Person.

2.2 Payment of Dividends. Checks of the Corporation payable at par at any branch of the bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Subsection 2.1(a) and the sending of such a check to each holder of a Common Share, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the holder of Common Shares shall be issued or transferred in respect of any stock dividends or distributions of Exchangeable Shares contemplated by Subsection 2.1(b) and the sending of such a certificate to each holder of a Common Share, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Exchangeable Shares represented thereby. Such other type and amount of property in respect of any dividends or distributions contemplated by Subsection 2.1(a) shall be paid, issued, distributed or transferred by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution transfer thereof by the Corporation or other legal process against the Corporation any dividend or distribution that is represented thereby. No holder of a Common Share shall be entitled to recover by action or other legal process against or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

2.3 Record and Payment Dates. The record date for the determination of the holders of Common Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Common Shares under Section2.1 shall be the same dates as the record date and payment date, respectively, for the corresponding dividend or distribution declared on the Exchangeable Shares, as applicable.

2.4 Inability to Pay Dividends. If on any payment date for any dividends or distributions declared on the Common Shares under Section 2.1, the dividends or distributions are not paid in full on all of the Common Shares then outstanding, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property properly applicable to the payment of such dividend or distribution.

**2.5 Determination of Economic Equivalence.** The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2, and shall provide the Common Shareholders with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 3.1, 5.1 and 5.2.

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#### ARTICLE 3 VOTING RIGHTS

3.1 The holders of the Common Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Common Share held at such meetings, except a meeting of holders of a particular class or series of shares other than the Common Shares who are entitled to vote separately as a class or series at such meeting.

#### ARTICLE 4 LIQUIDATION, DISSOLUTION OR WINDING-UP

In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary, the holders of the Common Shares shall, subject to the rights of the holders of the Exchangeable Shares under Section6.1 of Part I of these share terms in respect of any such distribution on liquidation, dissolution or winding-up of the Corporation or other distribution of its property or assets among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary, be entitled to receive the remaining property and assets of the Corporation, except that the holders of Common Shares shall first be entitled to receive:

- (a) unless corresponding equivalent dividends have already been declared and have been or will be paid on the Common Shares, the aggregate amount of all cash dividends or other cash distributions declared and paid by CSAC on a CSAC Subordinate Voting Share from the time that the Common Shares were first issued to the effective time of any such action, payable in U.S. dollars or the Canadian Dollar Equivalent by means of a cheque payable at any branch of the bankers of the payor; plus
- (b) unless corresponding equivalent dividends have already been declared and have been or will be paid on the Common Shares, the aggregate amount of all declared and paid non-cash dividends or other non-cash distributions by CSAC on a CSAC Subordinate Voting Share from the time that the Common Shares were first issued to the effective time of any such action, payable by means of a cheque payable at any branch of the bankers of the payor in an amount equal to the fair market value of the property distributed in payment of such non-cash dividends by CSAC on the effective date of the relevant action in U.S. dollars or the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of such non-cash items.

The rights of holders of Common Shares under this Section4.1 to receive unpaid dividends and distributions shall rank pari passu with the rights of the holders of Exchangeable Shares to receive unpaid dividends and distributions (as defined in subsections (a)and (b)of the definition of Exchangeable Share Consideration) under Section6.1 of PartI of these share terms.

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#### ARTICLE 5 RECIPROCAL CHANGES, ETC. IN RESPECT OF CSAC SUBORDINATE VOTING SHARES

**5.1**Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan, in the event that CSAC, without the prior approval of the Corporation and the prior approval of the holders of the Common Shares,

- (a) issues or distributes CSAC Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire CSAC Subordinate Voting Shares) to the holders of the then outstanding CSAC Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than:
  - (i) an issue of CSAC Subordinate Voting Shares pursuant to a distribution to which Section 2.1(b) applies, or

(ii) an issue of CSAC Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire CSAC Subordinate Voting Shares) to holders of CSAC Subordinate Voting Shares who exercise an option to receive dividends of CSAC Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire CSAC Subordinate Voting Shares) in lieu of receiving cash dividends, provided that the holders of Common Shares shall receive the same option to either receive such cash dividends pursuant to Section2.1(a)or receive dividends of CSAC Subordinate Voting Shares) or have their Common Shares adjusted pursuant to Section 2.1(b);

- (b) issues or distributes rights, options or warrants to the holders of the then outstanding CSAC Subordinate Voting Shares entitling them to subscribe for or to purchase CSAC Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire CSAC Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding CSAC Subordinate Voting Shares:
  - (i) shares or securities of CSAC of any class other than CSAC Subordinate Voting Shares;
  - (ii) rights, options or warrants other than those referred to in Subsection 5.1(b);
  - (iii) evidences of indebtedness of CSAC; or
  - (iv) assets of CSAC,

#### - 22 -

the Corporation will provide at least five Business Days prior notice to the holders of Common Shares and will ensure that the economic equivalent on a per share basis of such CSAC Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire CSAC Subordinate Voting Shares), rights, options, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Common Shares, all as applicable and without duplication.

- 5.2 In the event that CSAC, without the prior approval of the Corporation and the prior approval of the holders of the Common Shares,
  - (a) subdivides, redivides or changes the then outstanding CSAC Subordinate Voting Shares into a greater number of CSAC Subordinate Voting Shares;
  - (b) reduces, combines, consolidates or changes the then outstanding CSAC Subordinate Voting Shares into a lesser number of CSAC Subordinate Voting Shares; or
  - (c) reclassifies or otherwise changes the CSAC Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the CSAC Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent change as effected in respect of the CSAC Subordinate Voting Shares shall simultaneously be made to, or in, the rights of the holders of the Common Shares. Notwithstanding any other provision in these share provisions, this Article4 shall not be changed without the approval of the holders of the Exchangeable Shares.

#### PART III

#### **GENERAL**

Notwithstanding any provisions in these Articles of Incorporation, the Exchange Rights Agreement and the Support Agreement to the contrary, no shareholder shall receive duplicate rights and privileges upon the occurrence of the same event. For example, if a cash dividend is declared on the CSAC Subordinated Voting Shares, then the holders of Exchangeable Shares shall receive a comparable cash dividend under Section3.1 of PartI. They shall not receive a second cash dividend under Section3.1 of Part I because a cash dividend was also triggered on the Common Shares under Section2.1 of PartII arising from the same cash dividend declared on the CSAC Subordinated Voting Shares. This prohibition on duplication applies to both the Exchangeable Shares and Common Shares and with respect to all dividends, distributions, rights offerings, stock splits, consolidations, recapitalization, reorganizations and any other right or privilege applicable to them.

#### EXHIBIT A

#### **RETRACTION REQUEST**

#### TO: CSAC Acquisition Inc. ("Exchangeco")

THIS NOTICE is given pursuant to Article7 of the provisions (the "Exchangeable Share Provisions") attaching to the Exchangeable Shares of Exchangeco represented by the certificate attached hereto (the "Certificate") and all capitalized words and expressions used in this notice that are defined in the Exchangeable Share Provisions have the meanings ascribed to such words and expressions in such Exchangeable Share Provisions.

THE UNDERSIGNED hereby notifies Exchangeco that, subject to the Retraction Call Right referred to below, the undersigned desires to have Exchangeco redeem in accordance with Article 7 of the Exchangeable Share Provisions:

- all share(s) represented by the Certificate; or

THE UNDERSIGNED hereby notifies Exchangeco that the Retraction Date shall be

NOTE: The Retraction Date must be a Business Day and must not be less than 5 BusinessDays nor more than 20 Business Days after the date upon which this notice is received by Exchangeco. If no such Business Day is specified above, the Retraction Date shall be deemed to be the 20<sup>th</sup> Business Day after the date on which this notice is received by Exchangeco.

THE UNDERSIGNED acknowledges the overriding Retraction Call Right of CSAC to purchase all but not less than all the Retracted Shares from the undersigned and that this notice is and shall be deemed to be a revocable offer by the undersigned to sell the Retracted Shares to CSAC in accordance with the Retraction Call Right on the Retraction Date for the Retraction Call Purchase Price (as defined in the Exchange Rights Agreement) and on the other terms and conditions set out in Article5 of the Exchange Rights Agreement. This Retraction Request, and this offer to sell the Retracted Shares to CSAC, may be revoked and withdrawn by the undersigned only by notice in writing given to Exchange co at any time before the close of business on the Business Day immediately preceding the Retraction Date.

THE UNDERSIGNED acknowledges that if, as a result of solvency provisions of applicable law, Exchangeco is unable to redeem all Retracted Shares, the undersigned will be deemed to have exercised the Exchangeable Shareholders' Put Right (as defined in the Exchange Rights Agreement) so as to require CSAC to purchase the unredeemed Retracted Shares.

THE UNDERSIGNED hereby represents and warrants to Exchangeco and its Affiliates that the undersigned:

 $\Box$  is; or  $\Box$  is not

A- 24

a Resident. The undersigned acknowledges that in the absence of an indication that the undersigned is a Resident, withholding may be made from amounts payable to the undersigned on the redemption or purchase of the Retracted Shares in accordance with applicable law and Section 13.3 of the Exchangeable Share Terms.

THE UNDERSIGNED hereby represents and warrants to Exchangeco, CSAC and their Affiliates that the undersigned has good title to, and owns, the share(s)represented by the Certificate to be acquired by Exchangeco, CSAC or any of their Affiliates, as the case may be, free and clear of all liens, hypothecs, claims and encumbrances.

(Date)	(Signature of Shareholder)	(Guarantee of Signature)
	Please check box if the securities and any check(s)resulting from the retraction or purchase of principal executive office of Exchangeco, failing which the securities and any check(s)will be of the register.	
NOTE:	This panel must be completed and the Certificate, together with such additional doct The securities and any check(s)resulting from the retraction or purchase of the Re respectively, the name of the shareholder as it appears on the register of Exchange purchase will be delivered to such shareholder as indicated above, unless the form app	tracted Shares will be issued and registered in, and made payable to, co and the securities and any check(s)resulting from such retraction or
Date:		

Name of Person in Whose Name Securities or Check(s) are to be Registered, Issued or Delivered (please print):

Signature of Shareholder:		
City, Province/State and Postal/Zip Code:		
Signature Guaranteed by:		
	A- 25	

NOTE: If this Retraction Request is for less than all of the shares represented by the Certificate, a certificate representing the remaining share(s) of Exchangeco represented by this Certificate will be issued and registered in the name of the shareholder as it appears on the register of Exchangeco.

BARBARA K. CEGAVSKE

Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings





SECRETARY OF STATE

Commercial Recordings & Notary Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Bivd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

Work Order #: W2020071403621

Savanah Kelley 801 US HIGHWAY 1 North Palm Beach, FL 33408, USA

#### Special Handling Instructions:

#### Submitter ID: 226417

July 14, 2020

Receipt Version: 1

Charges						
Description	Filing Number	Filing Date/Time	Filing Status	Qty	Price	Amount
Annual List	20200782073	7/14/2020 6:13:51 AM	Approved	1	\$700.00	\$700.00
Total						\$700.00

#### Payments

Туре	Description	Payment Status	Amount
Credit Card	5947324183166697104076	Success	\$700.00
Total			\$700.00

Credit Balance: \$0.00

Savanah Kelley 801 US HIGHWAY 1 North Palm Beach, FL 33408, USA

BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov www.nvsilverflume.gov	usiness
ANNUAL AMENDED (check one)	
List of Officers, Managers, Members, General Partners, Managing Partners	, Trustees or Subscribers:
CSAC ACQUISITION INC.	NV20181667578
NAME OF ENTITY	Entity or Nevada Business Identification Number (NVID)
TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT	
<b>IMPORTANT:</b> Read instructions before completing and returning this form.	
Please indicate the entity type (check only one):	
Corporation This corporation is publicly traded, the Central Index Key number is: Filed in the Of Bachard	E0436382018-4 Filing Number 20211296042
Nonprofit Corporation (see nonprofit sections below) Secretary of St State Of Nevac	
Limited-Liability Company	3
Limited Partnership	
Limited-Liability Partnership	
Limited-Liability Limited Partnership	
Business Trust	
Corporation Sole	
Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribe	ers, may be listed on a supplemental page.
CHECK ONLY IF APPLICABLE         Pursuant to NRS Chapter 76, this entity is exempt from the business license fee.         001 - Governmental Entity         006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number	
For nonprofit entities formed under NRS chapter 80: entities without 501(c) nonprofit designation are required the fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by checking box	
Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the busines Exemption Code 002	
For nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' association or Religiou organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C \$ 501(c) are excluded from the license. Please indicate below if this entity falls under one of these categories by marking the appropriate box these categories please submit \$200.00 for the state business license.  Unit-owners' Association Religious, charitable, fraternal or other organization that pursuant to 26 U.S.C \$501(c)	e requirement to obtain a state business k. If the entity does not fall under either of
For nonprofit entities formed under NRS Chapter 82 and 80: Charitable Solicitation Information - che	ck applicable box
Does the Organization intend to solicit charitable or tax deductible contributions?	
No - no additional form is required Yes - the "Charitable Solicitation Registration Statement" is required.	
The Organization claims exemption pursuant to NRS 82A 210 - the "Exemption From Charitable required	Solicitation Registration Statement" is
**Failure to include the required statement form will result in rejection of the filing and	d could result in late fees.**

page 1 of 3



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov www.nvsilverflume.gov

## Annual or Amended List and State Business License Application - Continued

#### Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers:

CORPORATION, INDICATE THE PRESIDENT:				
JONATHAN SANDELMAN		USA		
Name		Country		
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022	
Address	City	State	Zip/Postal Code	
CORPORATION, INDICATE THE SECRETARY	1			
JONATHAN SANDELMAN		USA		
Name		Country		
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022	
Address	City	State	Zip/Postal Code	
CORPORATION, INDICATE THE DIRECTOR:				
JONATHAN SANDELMAN		USA		
Name		Country		
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022	
Address	City	State	Zip/Postal Code	
CORPORATION, INDICATE THE DIRECTOR:				
CHARLES MILES		USA		
Name		Country		
590 MADISON AVE., 26TH FL.	New York	NY	10022	
Address	City	State	Zip/Postal Code	
CORPORATION, INDICATE THE TREASURER	).			
JONATHAN SANDELMAN		USA		
Name		Country		
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022	
Address	City	State	Zip/Postal Code	
CORPORATION, INDICATE THE DIRECTOR:				
LOUIS KARGER		USA	USA	
Name		Country		
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022	
Address	City	State	Zip/Postal Code	
CORPORATION, INDICATE THE DIRECTOR:				
STEVE MENZIES		USA		
Name		Country		
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022	
Address	City	State	Zip/Postal Code	
CORPORATION, INDICATE THE DIRECTOR:				

page 2 of 3

CHRIS BURGGRAEVE		USA		
Name		Country		
590 MADISON AVE., 26TH FL.	NEW YORK	NY 10022		
Address	State Zip/Postal Code			
CORPORATION, INDICATE THE <u>CEO - CHIEF</u> <u>OFFICER</u> :	EXECUTIVE			
	EXECUTIVE	USA		
OFFICER: JONATHAN SANDELMAN	EXECUTIVE	USA Country		
OFFICER:				

None of the officers and directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X JONATHAN SANDELMAN	President	03/10/2021
Signature of Officer, Manager, Managing Member,	Title	Date
General Partner, Managing Partner, Trustee,		

Subscriber, Member, Owner of Business,

Partner or Authorized Signer FORM WILL BE RETURNED IF

UNSIGNED

page 3 of 3

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings

# STATE OF NEVADA OFFICE OF THE SECRETARY OF STATE

Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

07/14/2020

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2020071403621 - 695302 20200782073 Annual List 07/14/2020 06:13:51 AM 3

Indexed Entity Information:

Entity ID: E0436382018-4 Entity Status: Active Entity Name: CSAC ACQUISITION INC. Expiration Date: None

Commercial Registered Agent CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Commercial Recording Division 202 N. Carson Street

# SECRETARY OF STATE



## NEVADA STATE BUSINESS LICENSE

CSAC ACQUISITION INC.

#### Nevada Business Identification # NV20181667578 Expiration Date: 09/30/2021

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

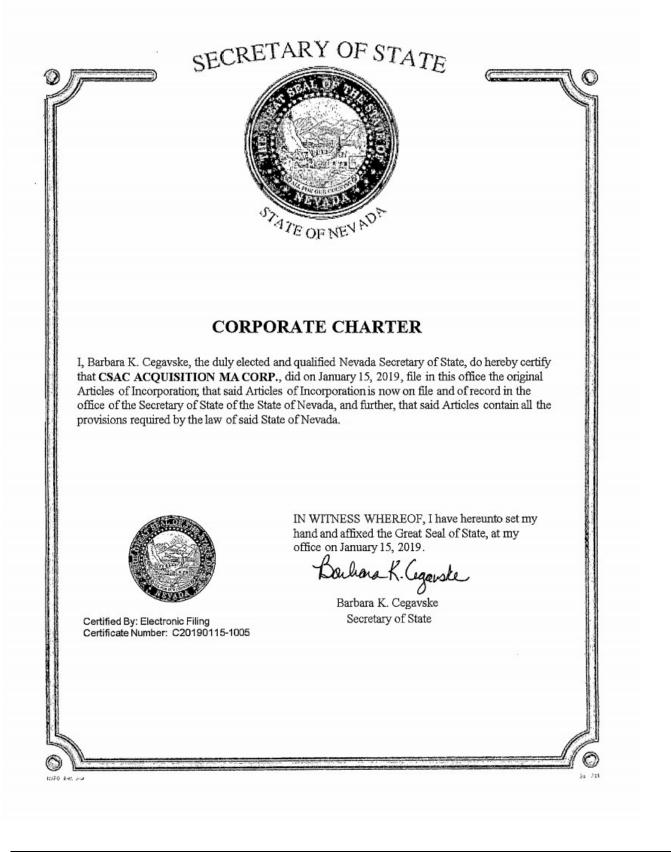
License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B20200714923143 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 07/14/2020.

Barbara K. Cegenste

BARBARA K. CEGAVSKE Secretary of State







BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

## Articles of Incorporation (PURSUANT TO NRS CHAPTER 78)

Filed in the office of Babas Klynste	20190018897-15	
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time 01/15/2019 11:09 AM	
	Entity Number E0020562019-5	

This document was filed electronically.)	y.)
--	-----

USE BLACK INK ONLY - DO	NOT HIGHLIGHT	ABOVE SPACE IS FOR OFFICE USE ON			
1. Name of Corporation:	CSAC ACQUISITION MA CORP.				
2. Registered Agent for Service of Process: (check only one box)		INC.			
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other	Position with Entity			
		Nevada			
	Street Address City	Zip Code			
		Nevada			
	Mailing Address (if different from street address) City	Zip Code			
Authorized Stock: (number of hares corporation is	Number of shares with	umber of ares ithout ar value: 0			
authorized to issue)					
Addresses of the	1) CHARLIE MILES Name				
Board of Directors/Trustees:	590 MADISON AVE., 26TH FL. NEW YORK	NY 10022			
each Director/Trustee	Street Address City State Zip Code				
nust be a natural person t least 18 years of age;	2) KAMALDEEP THINDAL				
ttach additional page if	Name 590 MADISON AVE. 26TH FL. NEW YORK	NY 10022			
nore than two lirectors/trustees)	Street Address City	State Zip Code			
5. Purpose: (optional;		Benefit Corporation:			
equired only if Benefit Corporation status selected)		instructions).			
7. Name, Address	I declare, to the best of my knowledge under penalty of perjury, that the information con that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or for the Secretary of State.	ntained herein is correct and acknowledge orged instrument for filing in the Office o			
ncorporator: (attach	DEBORAH KALSTEK-SEE ATTACHED X DEBORAH KALSTEK				
dditional page if more han one incorporator)	Name Incorporator Signatu	ire			
nan one incorporator)	HODGSON RUSS LLP, 140 PEARL ST., STE. BUFFALO	NY 14202			
	Address City	State Zip Code			
B. Certificate of Acceptance of	I hereby accept appointment as Registered Agent for the above n	amed Entity.			
Appointment of	X CORPORATE CREATIONS NETWORK INC.	1/15/2019			
Registered Agent:	Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date				

This form must be accompanied by appropriate fees.

a Secretary of Revised: 1-5-15

## Articles of Incorporation

CONTINUED

Includes data that is too long to fit in the fields on the NRS 78 Form and all additional director/trustees and incorporators

ENTITY NAME:	1	CSACACQUISITION MA CORP.	
FOREIGN NAME TRANSLATION:	1	NOTAPPLICABLE	
PURPOSE		ANY LEGAL PURPOSE	

REGISTERED AGENT, NAME:	CORPORATE CREATIONS NETWORK INC.	
STREET ADDRESS:		
MAILING ADDRESS:	NOTAPPLICABLE	

ADDITIONAL DIRECTORS/TRUSTEES JOHNATHAN SANDELMAN 590 MADISON AVE., 26TH FL. NEW YORK, NY 10022 MARK SMITH 590 MADISON AVE., 26TH FL. NEW YORK, NY 10022

ADDITIONAL INCORPORATORS DEBORAH KALSTEK HODGSON RUSS LLP, 140 PEARL ST., STE. 100 BUFFALO, NY 14202

PAGE 2

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



SECRETARY OF STATE

Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5708 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

02/08/2022

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2022020701879-1898780 20222085983 Amended and Restated Articles 2/7/2022 10:48:00 AM 32

Indexed Entity Information:

Entity ID: E16990082021-0

Entity Name: CSAC Acquisition MA II Corp.

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

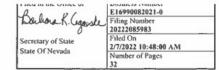
Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Commercial Recording Division 202 N. Carson Street





BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

### **Profit Corporation:**

## Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390) Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT Tax

1. Entity information:	Name of entity as on file with the Nevada Secretary of Sta	ite.		
	CSAC Acquisition MA II Corp.			
	Entity or Nevada Business Identification Number (NVID):	NV20212209498		
2. Restated or Amended and Restated Articles: (Select one) (If <u>amending and</u> restating only, complete section 1,2 3, 5 and 6)	<ul> <li>Certificate to Accompany Restated Articles or Amended and Restated Articles</li> <li>Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:</li> <li>The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.</li> <li>Amended and Restated Articles</li> <li>* Restated or Amended and Restated Articles must be included with this filing type.</li> </ul>			
3. Type of Amendment Filing Being Completed:	Certificate of Amendment to Articles of Incorporation Issuance of Stock)			
(Select only one box)	The undersigned declare that they constitute at le following: (Check only one box)	board of directors		
section 1, 3, 5 and 6.)	The undersigned affirmatively declare that to the date o of the corporation has been issued			
	Certificate of Amendment to Articles of Incorporation ( 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in th at least a majority of the voting power, or such greater p be required in the case of a vote by classes or series, o of the articles of incorporation* have voted in favor of th	e corporation entitling them to exercise proportion of the voting power as may a smart be required by the provider		
	<ul> <li>Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Neg</li> <li>Jurisdiction of formation:</li> <li>Changes to takes the following effect:</li> <li>The entity name has been amended.</li> <li>The purpose of the entity has been amended.</li> <li>The authorized shares have been amended.</li> <li>Other: (specify changes)</li> </ul>	Dissolution Merger Conversion		
	<ul> <li>Officer's Statement must be submitted with either a certified cop of any document, amendatory or otherwise, relating to the original creation.</li> </ul>	py of or a certificate evidencing the filing al articles in the place of the corporations		
This form must be accom	panied by appropriate fees.	Page 1 of 2		

Page 1 of 2 Revised: 1/1/2019



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

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Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and	Date:		Time:	
Time: (Optional)		(must not be later th	an 90 days after the cer	tificate is filed)
5. Information Being Changed: (Domestic corporations only)	☐ The er ☐ The re registe ☐ The pu	(must not be later than 90 days after the certificate is filed) takes the following effect: e entity name has been amended. e registered agent has been changed. (attach Certificate of Acceptance from new gistered agent) e purpose of the entity has been amended. e authorized shares have been amended. e directors, managers or general partners have been amended. S tax language has been added. ticles have been added. ticles have been deleted. her. e articles have been amended as follows: (provide article numbers, if available)		
6. Signature: (Required)	X	(attach addition	al page(s) if necessary) Jonathan Sand	delman, President Title
	X			
18	Please include	any required or optional in (attach additional page(s) if n		elow:

See attached Amended and Restated Articles of Incorporation.

This form must be accompanied by appropriate fees.

Page 2 of 2 Revised: 1/1/2019

#### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CSAC ACQUISITION MA II CORP.

CSAC Acquisition MA II Corp. (the "Corporation"), a Nevada corporation, hereby amends and restates its Articles of Incorporation to embody in one document its original articles and the subsequent amendments thereto, pursuant to Sections 78.390 and 78.403 of the Nevada Revised Statutes (the "NRS").

These Amended and Restated Articles of Incorporation (these "Articles of Incorporation") were approved and adopted by the board of directors of the Corporation (the "Board of Directors") by written consent on February 4, 2022. Upon the recommendation of the Board, the sole shareholder of the Corporation, holding all of the voting power, approved and adopted these Articles of Incorporation by written consent on February 4, 2022. As a result, these Articles of Incorporation were authorized and adopted in accordance with the NRS.

These Articles of Incorporation correctly set forth the text of the Corporation's Articles of Incorporation as amended up to and by these Articles of Incorporation.

1.1 Name. The name of the Corporation is CSAC Acquisition MA II Corp.

1.2 Registered Office and Registered Agent. The Corporation may, from time to time, in the manner provided by law, change the registered agent and registered office within the State of Nevada. The Corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Nevada.

1.3 Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Nevada.

**1.4** Authorized Capital. The total number of all classes of stock which the Corporation shall have the authority to issue is 210,000,000 common shares, \$0.000001 par value, of which 110,000,000 shares are hereby designated Class A voting non-exchangeable common shares, \$0.000001 par value, and 100,000,000 shares are hereby designated Class B non-voting exchangeable common shares, \$0.000001 par value. Effective upon the filing of this Articles of Incorporation, as the same may be amended from time to time, each issued and outstanding share of Common Stock, \$0.000001 par value, shall be reconstituted automatically and without any further action by the Corporation or any of the Corporation's stockholders into one share of Class A voting non-exchangeable common shares, \$0.000001 par value.

1.5 Bylaws. The Board of Directors is expressly authorized to adopt, amend or repeal bylaws of the Corporation (the"Bylaws").

**1.6** Limitation of Directors' Liability; Indemnification. The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent permitted by law. The Corporation is authorized to indemnify (and advance expenses to) its directors and officers to the fullest extent permitted by law. Neither the amendment, modification or repeal of these Articles of Incorporation nor the adoption of any provision in these Articles of Incorporation inconsistent with these Articles of Incorporation shall adversely affect any right or protection of a director or officer of the Corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

1.7 Elections of Directors. The Board of Directors shall be elected or appointed in such manner as shall be provided in the Bylaws, as amended from time to time. Except as otherwise fixed or provided for pursuant to the provisions of these Articles of Incorporation, the number of directors may be changed from time to time in the manner provided in the Bylaws.

1.8 Additional Terms. Part I (Class B Share Provisions), Part II (Class A Share Provisions) and Part III (General) and Exhibit A (Form of Retraction Request), attached hereto, form a part of these Articles of Incorporation for all purposes.

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#### PART I

#### **CLASS B SHARE PROVISIONS**

The Class B Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### ARTICLE 1 INTERPRETATION

**1.1 Definitions.** In these share provisions, the following terms shall have the following meanings:

"Additional Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Affiliate" has the meaning ascribed thereto in the *Business Corporations Act* (British Columbia), as amended, but the Class B Shareholders that are parties to the Exchange Rights Agreement shall not be deemed to be Affiliates of Parent or the Corporation solely as a result of being a party to such Exchange Rights Agreement.

"Appraiser" has the meaning ascribed thereto in Section 3.5.

"Board of Directors" means the Board of Directors of the Corporation.

"Business Day" means any day except Saturday, Sunday or any day on which banks are generally not open for business in the City of Toronto, Ontario or the City of New York, New York.

"Canadian Dollar Equivalent" means in respect of an amount expressed in U.S. Dollars at any date, the product obtained by multiplying:

(b) the average US Dollar/Canadian Dollar daily exchange rate as published by the Bank of Canada for the period of five Business Days prior to the date of conversion.

For the avoidance of doubt, and for purposes of illustration only, the daily exchange rate as published by the Bank of Canada as on September 1, 2021 with respect to the US Dollar was 1.2607 such that, if the US Dollar amount is \$10,000,000, the Canadian Dollar Equivalent as of September 1, 2021 would equal \$10,000,000 x 1.2607, thus: C\$12,607,000.

"Cash Dividend Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Class A Shareholder(s)" means the holders of Class A Shares shown from time to time in the register maintained by or on behalf of the Corporation.

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"Class A Shares" means the Class A voting non-exchangeable common shares in the capital of the Corporation and any other securities into which such shares may be changed.

"Class B Shareholder(s)" means the holders of Class B Shares shown from time to time in the register maintained by or on behalf of the Corporation.

"Class B Share Consideration" means, with respect to each Class B Share, for any acquisition, redemption or retraction of, or distribution of assets of the Corporation in respect of the Class B Share (any such event, "Exchange Event") the aggregate of the following:

- (a) one Parent Subordinate Voting Share; plus
- (b) the amount of any cash dividends or other cash distributions on the Class B Share which have been declared (or required to have been declared) but not yet paid as of the effective time of such Exchange Event, such sum payable in U.S. dollars or (only if payable to a Class B Shareholder who is a Canadian resident) the Canadian Dollar Equivalent by means of a check payable at any branch of the bankers of the payor (such sum, the **"Cash Dividend Amount")**; plus
- (c) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class B Shares which have been declared but not yet paid as of the effective time of such Exchange Event, such sum payable by means of a check payable at any branch of the bankers of the payor in U.S. dollars or (only if payable to a Class B Shareholder who is a Canadian resident) the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of non-cash items having a fair market value equal to the amount of such sum (such sum, the "Non-Cash Dividend Amount" and together with the Cash Dividend Amount, the "Additional Amount");

provided that such consideration shall be paid less any amounts on account of tax properly withheld in accordance with Section 13.3. For greater certainty, in no event shall a Class B Shareholder be entitled to receive or demand any consideration in connection with the acquisition, redemption, or retraction of, or distribution of the assets of the Corporation in respect of, any Class B Shares, other than the Class B Share Consideration payable in accordance with Article 5.

"Class B Shareholders' Put Right" means the right of the Class B Shareholders to require Parent to purchase all or any part of the Class B Shares held by such Class B Shareholder, as more particularly described in, and in accordance with, the Exchange Rights Agreement.

"Class B Shares" mean the Class B non-voting exchangeable common shares in the capital of the Corporation, having the rights, privileges, restrictions and conditions set forth herein.

"Closing Date" has the meaning ascribed thereto in the Purchase Agreement.

"Code" means the Internal Revenue Code of 1986, as amended.

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"Constating Documents" means the Articles of Incorporation and Bylaws, as amended from time to time.

#### "Control Transaction" means any of the following:

- (d) any person or group of persons acting jointly or in concert (within the meaning of National Instrument 62-104 *Take-Over Bids and Special Transactions*) ("NI 62-104") acquires, directly or indirectly, control (as defined in NI 62-104) of Parent;
- (e) the shareholders of Parent shall have approved a merger, consolidation, recapitalization or reorganization of Parent, or, if shareholder approval is not sought or obtained, any such transaction shall have been consummated, in either case other than any such transaction which would result in at least 50% of the total voting power represented by the voting securities of the resulting entity outstanding immediately after such transaction being beneficially owned by holders of outstanding voting securities of Parent immediately prior to the transaction, with the voting power of each such continuing holder relative to such other continuing holders being not altered substantially in the transaction; or
- (f) the shareholders of Parent shall approve an agreement for the sale or disposition by Parent of all or substantially all of Parent's consolidated assets, except for the transfer of assets to a subsidiary of Parent;

"Corporation" has the meaning ascribed thereto in the preamble.

"Dispute Notice" has the meaning ascribed thereto in Section 3.5.

"Exchange Rights Agreement" means the exchange rights agreement among Parent, the Corporation and the holders of the Class B Shares setting out the terms and conditions relating to the exchange of the Class B Shares for Parent Subordinate Voting Shares, as it may be amended from time to time.

"Governmental Entity" means (i) any multinational, federal, provincial, state, territorial, regional, municipal, local or other government, governmental or public department, central bank, court, tribunal, arbitral body, commission, board, bureau or agency, domestic or foreign, (ii) any subdivision, agent, commission, board, or authority of any of the foregoing, or (iii) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing.

**"Insolvency Event"** means (i) the institution by the Corporation of any proceeding to be adjudicated a bankrupt or insolvent or to be liquidated, dissolved or wound-up, (ii) the consent of the Corporation to the institution of bankruptcy, insolvency, liquidation, dissolution or winding up proceedings against it, or the filing of a petition, answer or consent seeking liquidation, dissolution or winding up under any bankruptcy, insolvency or analogous laws in any jurisdiction, and the failure by the Corporation to contest in good faith any such proceedings instituted by any Person other than the Corporation commenced in respect of the Corporation within thirty (30) days after becoming aware thereof, (iii) the consent by the Corporation to the filing of any such petition or to the appointment of a receiver, or the making by the Corporation of a general assignment for the benefit of creditors, (iv) the admission in writing by the Corporation of its inability to pay its debts generally as they become due, or (v) the Corporation not being permitted, pursuant to solvency requirements of applicable law, to purchase any Retracted Shares pursuant to these share provisions.

"Liquidation Amount" has the meaning ascribed thereto in Section 6.1.

"Liquidation Call Right" means the overriding right of Parent, in the event of and notwithstanding the proposed liquidation, dissolution or winding-up of the Corporation pursuant to Article 6, to purchase from all, but not less than all, of the Class B Shareholders (other than any Class B Shareholders which is an Affiliate of Parent) on the Liquidation Date all, but not less than all, of the Class B Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

"Liquidation Date" has the meaning ascribed thereto in Section 6.1.

"Non-Cash Dividend Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Parent" means Ayr Wellness Inc., a corporation organized under the laws of the Province of British Columbia, and any successor corporation.

"Parent Distribution Declaration Date" means the date on which the Board of Directors of Parent declares any dividend or other distribution on the Parent Subordinate Voting Shares.

"Parent Subordinate Voting Shares" means the subordinate voting shares of Parent and shall include the Restricted Voting Shares (as defined in the Parent's articles, as amended) and the Limited Voting Shares (as defined in the Parent's articles, as amended), and any such other securities into which such shares may be converted or for which such shares may be exchanged.

"Person" includes any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate, corporation, unincorporated association or organization, Governmental Entity, syndicate or other entity, whether or not having legal status.

"Purchase Agreement" means the Equity Purchase Agreement, dated August \_, 2021, by and among, *inter alia*, Parent, the Corporation, Cultivauna, LLC, d/b/a Levia, a Massachusetts limited liability company, the sellers signatory thereto, and Matthew Melander as shareholders' representative, as amended or amended and restated from time to time.

**"Redemption Call Right"** means the overriding right of Parent, notwithstanding the proposed redemption of the Class B Shares by the Corporation pursuant to Article 8, to purchase from all but not less than all of the Class B Shareholders (other than any Class B Shareholders which is an Affiliate of Parent) on the Redemption Date all but not less than all of the Class B Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

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**"Redemption Date"** means the date, if any, established by the Board of Directors in connection with the occurrence of a Redemption Event, for the redemption by the Corporation of all but not less than all of the outstanding Class B Shares pursuant to Article 8 in accordance with the terms hereof; *provided, however*, that the Redemption Date, if established, shall not be later than thirty (30) days after the occurrence of such Redemption Event (except in the case of a Redemption Event set forth in clause (d) of the definition thereof, in which case the Redemption Date shall occur not later than thirty (30) days after the Corporation's delivery of the Shareholder Redemption Notice, subject to Section 8.2).

**"Redemption Event"** means (a) the occurrence of a Control Transaction where the Board of Directors determines, in good faith, that it is not reasonably practicable to substantially replicate or modify the terms and conditions of the Class B Shares in connection with such Control Transaction or that the redemption of all but not less than all of the outstanding Class B Shares is necessary to enable the completion of such Control Transaction in accordance with its terms, (b) the occurrence of an Insolvency Event, (c) the day upon which U.S. tax legislation is amended and becomes effective such that all U.S. resident Class B Shareholders may receive Parent Subordinate Voting Shares in exchange for their Class B Shares on a tax deferred basis for U.S. income tax purposes, or (d) it is the seventh anniversary of the Closing Date or any date thereafter.

"Redemption Notice" has the meaning ascribed thereto in Section 8.2.

"Redemption Price" has the meaning ascribed thereto in Section 8.1.

"Resident" means a Person who is a resident of the United States for purposes of the Code or, if a partnership, all of whose partners are Residents.

"Retracted Shares" has the meaning ascribed thereto in Section 7.1(a).

"Retraction Call Right" has the meaning ascribed thereto in Section 7.1(c).

"Retraction Date" has the meaning ascribed thereto in Section 7.1(b).

"Retraction Price" has the meaning ascribed thereto in Section 7.1.

"Retraction Request" has the meaning ascribed thereto in Section 7.1.

"Sellers' Representative" has the meaning ascribed thereto in the definition of Purchase Agreement.

"Shareholder Redemption Notice" has the meaning ascribed thereto in Section 8.2(b).

**1.2 Headings; Article and Section References.** The division of these share provisions into Articles, Sections and other portions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of these share provisions. Unless otherwise indicated, all references to an "Article" or "Section" followed by a number and/or a letter refer to the specified Article or Section of these share provisions. Unless otherwise specified or required by context, the terms "these share provisions", "hereof, "herein" and "hereunder" and similar expressions refer to these Class B Share provisions and the Class A Share provisions and not to any particular Article, Section or other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

1.3 Number and Gender. Words importing the singular number only shall include the plural and vice versa. Words importing any gender shall include all genders.

**1.4 Business Days.** If any date on which any action is required to be taken under these share provisions is not a Business Day, such action shall be required to be taken on the next succeeding Business Day.

#### ARTICLE 2 RANKING OF CLASS B SHARES

2.1 Ranking. Except for the exchange features and related rights of the Class B Shares and the fact that the Class B Shares are non-voting, the Class B Shares shall rank pari passu with the Class A Shares.

#### ARTICLE 3 DIVIDENDS

**3.1 Dividends.** A Class B Shareholder shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A Class B Shareholder shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Class B Share equivalent to each dividend or other distribution declared on each Class A Share other than dividends or distributions declared on Class A Shares as a corresponding dividend from dividends or distributions declared on Parent Subordinate Voting Shares. No dividend shall be paid by the Corporation on the Class B Shares unless an equal per share dividend is paid by Parent on the Parent Subordinate Voting Shares.

Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Class B Shares pursuant to this Section 3.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law.

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**3.2** Payment of Dividends. Checks of the Corporation payable at par at any branch of the bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Section 3.1, if any, and the sending of such a check to each Class B Shareholder, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. No Class B Shareholder shall be entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented by a check that, if received by such holder, has not been duly presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

**3.3 Record and Payment Dates.** The record date for the determination of the Class B Shareholders entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Class B Shares under Section 3.1 shall be determined by the Board of Directors in accordance with Section 7.2 of the Bylaws.

3.4 Inability to Pay Dividends. If on any payment date for any dividends or distributions declared on the Class B Shares under Section 3.1 due to solvency requirement of the provisions of applicable law, the dividends or distributions are not paid in full on all of the Class B Shares then outstanding, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property properly to make payment of such dividend or distribution n in satisfaction of such solvency requirements and in compliance with such applicable law.

Determination of Economic Equivalence. The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and 3.5 qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2, and shall provide the Class B Shareholders with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2. Notwithstanding anything to the contrary in these share provisions, within (10) Business Days following the delivery of the written determination of economic equivalence to the Class B Shareholders, the Sellers' Representative may dispute such determination by written notice to the Board of Directors (the "Dispute Notice"). If the Dispute Notice is so given, the Sellers' Representative, on the one hand, and the Board of Directors, on the other hand, shall jointly select an appraiser which shall be an independent, nationally recognized firm of chartered professional accountants (the "Appraiser") who shall determine the economic equivalence; provided, however, that if the Sellers' Representative and the Board of Directors cannot agree upon a single appraiser, MGO LLP shall be the Appraiser for purposes of this Section 3.5. The Appraiser shall conduct such independent procedures and investigations as the Appraiser shall deem necessary in order to form an opinion as to the economic equivalence and shall give written notice within thirty (30) days of its appointment as Appraiser of its determination to the Sellers' Representative and the Board of Directors. Such determination shall be final and binding upon the Class B Shareholders and the Corporation, absent manifest error. The fees of the Appraiser shall be borne by the Class B Shareholders, on the one hand, and the Corporation, on the other hand, in such amount(s) as will be determined by the Appraiser based on the proportion that the aggregate dollar amount of disputed items submitted to the Appraiser that is unsuccessfully disputed by the Sellers' Representative, on the one hand, or the Corporation, on the other hand, as determined by the Appraiser, bears to the total amount of such disputed items so referred to the Appraiser for resolution.

#### ARTICLE 4 CERTAIN RESTRICTIONS

Class B Shareholders (excluding Class B Shares held by Parent or any Affiliate of Parent) given as specified in Section 11.2:

- (a) amend the Constating Documents; or
- (b) initiate the voluntary liquidation, dissolution or winding-up of the Corporation nor take any action or omit to take any action that is designed to result in the liquidation, dissolution or winding-up of the Corporation.

#### ARTICLE 5 PAYMENT OF THE CLASS B SHARE CONSIDERATION

5.1 Payment of the Class B Share Consideration. For all purposes of these rights, privileges, restrictions and conditions attaching to the Class B Shares, payment of the Class B Share Consideration (including payment of the Additional Amount, if any) in respect of each Class B Share shall be made by causing to be issued or transferred to each Class B Shareholder a Parent Subordinate Voting Share (which share shall be fully paid and shall be free and clear of any lien, claims or encumbrance) plus delivering a check of the Corporation in respect of the Additional Amount, if any, and in all cases, less any amounts on account of tax properly withheld in accordance with Section 13.3. In connection with such issuance or transfer of such Parent Subordinate Voting Share, such holder will, in Parent's discretion as to physical or electronic form, (i) receive, at the address of such holder recorded in the register of shareholders of the Corporation for the Class B Shares or, if requested by the holder, by holding for pick-up by such holder at the principal executive office of the Corporation a physical share certificate representing such Parent Subordinate Voting Share, or (ii) have such Parent Subordinate Voting Share (**"DRS")** maintained by Parent's transfer agent in the name of such Class B Shareholder.

#### ARTICLE 6 DISTRIBUTION ON LIQUIDATION

6.1 Liquidation Rights. Subject to applicable law and the due exercise by Parent of its Liquidation Call Right, in the event of a Liquidation Event (as defined in Part II, Section 4.1), a Class B Shareholders shall be entitled to receive in respect of each Class B Share held by such holder on the effective date (the "Liquidation Date") of such Liquidation Event, before any other distribution of any part of the assets of the Corporation, an amount per Class B Share equal to the Class B Share Consideration applicable on the last Business Day prior to the Liquidation Date (the "Liquidation Amount"), except that the Class A Shares will have equivalent rights with respect to any unpaid dividends and distributions as set forth in Article 4 of Part II of these share provisions.

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**6.2** Payment and Delivery of Liquidation Amount. On or promptly after the Liquidation Date, and subject to the exercise by Parent of the Liquidation Call Right, the Corporation shall cause to be delivered to the holders of the Class B Shares the Liquidation Amount for each such Class B Share upon presentation and surrender of the certificates representing such Class B Shares (or a lost stock certificate affidavit in a form reasonably satisfactory to the Corporation), a document (in the case of a holder who is a Resident) containing a representation and warranty that the holder is a Resident, together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under applicable law and the Constating Documents, at the principal executive office of the Corporation. Payment of the total Liquidation Amount for such Class B Shares shall be made in accordance with the provisions of Article 5. On and after the Liquidation Date, the holders of the Class B Shares shall cease to be holders of such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Liquidation Amount for such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Liquidation Amount for such Class B Shares shall not be made upon presentation and surrender of share certificates (or a lost stock certificate affidavit in lieu thereof) in accordance with the foregoing provisions, in which case the rights of the holder of such Class B Shares, such

6.3 Rights after Liquidation. After the Corporation has satisfied its obligations to pay the holders of the Class B Shares the total Liquidation Amount, such holders shall not be entitled, in respect of the Class B Shares, to share in any further distributions of the assets of the Corporation.

#### ARTICLE 7 RETRACTION OF CLASS B SHARES BY HOLDER

7.1 Retraction Rights. A Class B Shareholder shall be entitled, at any time and from time to time, subject to applicable law and the exercise by Parent of the Retraction Call Right and otherwise upon compliance with the provisions of this Article 7, to require the Corporation to redeem all or any portion of the Class B Shares registered in the name of such holder for an amount per Class B Share equal to the Class B Share Consideration on the last Business Day prior to the Retraction Date (the "Retraction Price"). To effect such redemption, the holder shall present and surrender at the principal executive office of the Corporation the certificates representing the Class B Shares which the holder desires to have the Corporation redeem (or a lost stock certificate affidavit in a form reasonably satisfactory to the Constanting Documents and such additional documents and instruments as may be reasonably required to effect a transfer of Class B Shares under applicable law and the Constanting Documents and such additional documents and instruments as the Corporation may reasonably require, together with a duly executed statement (the "Retraction Request") in substantially the form of Exhibit A:

(a) specifying that the holder desires to have all or a specified portion of the Class B Shares represented by such certificate or certificates (or a lost stock certificate affidavit in lieu thereof) (the "retracted Shares") redeemed by the Corporation;

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- (b) stating the Business Day on which the holder desires to have the Corporation redeem the Retracted Shares (the "Retraction Date"), provided that the Retraction Date shall be not less than five (5) Business Days nor more than twenty (20) Business Days after the date on which the Retraction Request is received by the Corporation, and further provided that, in the event that no such Business Day is specified by the holder in the Retraction Request, the Retraction Date shall be deemed to be the 20th Business Day after the date on which the Retraction Request is received by the Corporation;
- (c) acknowledging the overriding right (the **"Retraction Call Right")** of Parent, pursuant to the Exchange Rights Agreement, to purchase all but not less than all of the Retracted Shares directly from the holder and that the Retraction Request shall be deemed to be a revocable offer by the holder to sell the Retracted Shares to Parent in accordance with the Retraction Call Right on the terms and conditions set out in Article 5 of the Exchange Rights Agreement; and
- (d) in the case of a holder who is a Resident, representing and warranting that the holder is a Resident.

7.2 Purchase by the Corporation. Subject to the exercise by Parent of the Retraction Call Right, upon receipt by the Corporation in the manner specified in Section 7.1 of a certificate or certificates representing the number of Retracted Shares (or a lost stock certificate affidavit in lieu thereof), together with a Retraction Request, and provided that the Retraction Request is not revoked by the holder in the manner specified in Section 7.6, the Corporation shall redeem the Retracted Shares effective at the close of business

on the Retraction Date and shall cause to be delivered to such holder the Retraction Price. If only part of the Class B Shares represented by any certificate is redeemed (or purchased by Parent or any of its Affiliates pursuant to the Retraction Call Right), a new certificate for the balance of such Class B Shares to be retained by the Class B Shares to be retained by the Class B Shares to the holder by the Corporation at the expense of the Corporation.

**7.3** Payment of Retraction Price. The Corporation shall deliver the Retraction Price in accordance with the provisions of Article 5 and such delivery by the Corporation shall be deemed to be payment of and shall satisfy and discharge all liability for the total Retraction Price.

7.4 **Rights after Retraction.** On and after the close of business on the Retraction Date, the holder of the Retracted Shares shall cease to be a holder of such Retracted Shares and shall not be entitled to exercise any of the rights of a holder in respect thereof, other than the right to receive the Retraction Price per Class B Share, less any amounts on account of tax properly withheld accordance with applicable law and Section 13.3, unless upon presentation and surrender of certificates (or a lost stock certificate affidavit in lieu thereof) in accordance with the foregoing provisions, payment of the total Retraction Price payable to such holder shall not be made as provided in Section 7.3, in which case the rights of such holder shall remain unaffected until the total Retraction Price has been paid in the manner hereinbefore provided. Concurrently with such Class B Shares, such Class B Shares, such Class B Shareholder shall be considered and deemed for all purposes to be the holder of the Parent Subordinate Voting Shares comprising part of the Class B Share Consideration regardless of the date of delivery of the certificates or DRS confirmation to them or a custodian on their behalf.

7.5 Limitation on Retraction Rights. Notwithstanding any other provision of this Article 7, the Corporation shall not be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent that such redemption of Retracted Shares would be contrary to solvency requirements or other provisions of applicable law. If the Board of Directors determines that on any Retraction Date the Corporation would not be permitted by any of such provisions to redeem the Retracted Shares tendered for redemption on such date, the Corporation shall only be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent of the maximum number that may be so redeemed (rounded down to the next whole number of shares) as would not be contrary to such provisions and shall notify the holder at least two (2) Business Days prior to the Retracted Date as to the number of Retracted Shares which will not be redeemed by the Corporation. In any case in which the redemption by the Corporation shall redeem Retracted Shares in accordance with Section 7.2 on a *pro rata* basis and shall issue to each holder of Retracted Shares a new certificate, at the expense of the Corporation, representing the Retracted Shares not redeemed by the Corporation pursuant to Section 7.2. Provided that the Retraction Request is not revoked by the holder of any such Retracted Shares of applicable law shall be redeemed by the Corporation pursuant to Section 7.2 as a result of solvency requirements or other provisions of applicable law shall be redeemed by the Retracted Shares such requirements or other provisions of applicable law shall be redeemed by the Corporation pursuant to Section 7.2 as a result of solvency requirements or other provisions of applicable law shall be redeemed by the Corporation pursuant to Section 7.2 as a result of solvency requirements or other provisions of applicable law shall be redeemed by the Corporation pursuant to Section 7.2 as a result of solvency requirements or other provisio

7.6 Withdrawal of Retraction Request. A Class B Shareholder who has submitted a Retraction Request may, by notice in writing given by the holder to the Corporation before the close of business on the Business Day immediately preceding the Retraction Date, withdraw such holder's Retraction Request, in which event such Retraction Request shall be null and void and, for greater certainty, the revocable offer constituted by the Retraction Request to sell the Retracted Shares to Parent shall be deemed to have been revoked.

#### ARTICLE 8 REDEMPTION OF CLASS B SHARES BY THE CORPORATION

**8.1** Redemption Rights. Subject to applicable law, and provided Parent has not exercised the Redemption Call Right and the applicable Class B Shareholders have not exercised the Class B Shareholders' Put Right, upon the occurrence of a Redemption Event the Corporation shall have the right to redeem all but not less than all of the then outstanding Class B Shares for an amount per Class B Share equal to the Class B Share Consideration on the last Business Day prior to the Redemption Date (the "Redemption Price").

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8.2 Exercise of Redemption Rights. In the case of a proposed redemption by the Corporation of Class B Shares under this Article 8, the Corporation shall,

- (a) at least fifteen (15) days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), notify Parent in writing (the "**Redemption Notice**") of the intention of the Corporation to redeem the Class B Shares; and
- (b) at least ten (10) days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), send or cause to be sent to Parent and each Class B Shareholder a notice in writing (the **"Shareholder Redemption Notice")** of the redemption by the Corporation of the Class B Shares held by such holder.

In the case of a Redemption Date established in connection with a Control Transaction, the Redemption Notice and the Shareholder Redemption Notice will be sent on or before the Redemption Date, on as many days prior written notice as may be determined by the Board of Directors to be reasonably practicable in the circumstances (provided that at least ten (10) Business Days' notice is given). In any such case, such notice shall set out the Redemption Date.

**8.3 Payment and Delivery of Redemption Price.** On the Redemption Date and subject to the exercise by Parent of the Redemption Call Right or the exercise of the Class B Shareholders' Put Right, the Corporation shall cause to be delivered to the holders of the Class B Shares to be redeemed the Class B Share Consideration representing the full Redemption Price for each such Class B Share, upon presentation and surrender at the principal executive office of the Corporation of the certificates representing such Class B Shares (or a lost stock certificate affidavit in a form reasonably satisfactory to the Corporation), together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under the applicable law and the Constating Documents and (in the case of a holder who is a Resident) a representation and warranty by such Class B Shareholder to be redeemed that such holder is a Resident. Payment of the total Redemption Price for such Class B Shares shall be made in accordance with the provisions of Article 5. On and after the Redemption Date, the holders of the Class B Shares called for redemption shall cease to be holders of such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Redemption Price, less any amounts on account of tax properly withheld in accordance with applicable law and Section 13.3, unless payment of the total Redemption Price delivered to a holder for such Class B Shares shall not be made upon presentation and surrender of share certificates (or lost stock certificate affidavit in lieu thereof) in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected until the total Redemption Price has been paid in the manner hereinbefore provided. Concurrently with such Class B Shares comprising part of the Class B Share Share Soft the date of delivery of the certificates or DRS confirma

#### ARTICLE 9 PURCHASE FOR CANCELLATION

9.1 Purchase for Cancellation. Subject to applicable law and at the option of the Class BShareholders, the Corporation may at any time and from time to time purchase for cancellation all or any part of the Class B Shares by private contract with any Class B Shareholder at any price agreed to between the Corporation and such Class B Shareholder.

#### ARTICLE 10 VOTING RIGHTS

**10.1 Voting Rights.** Except as required by applicable law and by <u>Article 11</u> and <u>12</u>, the holders of the Class B Shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting.

#### ARTICLE 11 AMENDMENT AND APPROVAL

**11.1Holder Approval.** The rights, privileges, restrictions and conditions attaching to the Class B Shares and the Class A Shares, the Exchange Rights Agreement, and the covenants set forth in Article 14 hereof may be added to, changed or removed but only with the approval of the holders of the Class B Shares given as hereinafter specified.

**11.2 Approval Process.** Any approval given by the holders of the Class B Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class B Shares or the Class A Shares or otherwise satisfy the requirements of Section 4.1 shall be deemed to have been sufficiently given if it shall have been given in accordance with applicable law subject to a minimum requirement that such approval be evidenced by resolution passed by not less than two-thirds of the votes cast (excluding votes held by Parent or any Affiliate of Parent) on such resolution at a meeting of Class B Shareholders duly called and held at which the holders of at least 50% of the outstanding Class B Shares at that time are present or represented by proxy. If at any such meeting the holders of at least 50% of the outstanding Class B Shares at that time are present or represented by the Chairman of such meeting. At such adjourned to such date not less than five days thereafter and to such time and place as may be designated by the Chairman of such meeting. At such adjourned meeting the Class B Shares. Notwithstanding anything to the contrary herein, any such approval or consent may be given without a meeting if, before the action, a written consent thereto is signed by Class B Sharesholders holding not less than two-thirds of the voting power of the Class B Shares then outstanding.

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#### ARTICLE 12 RECIPROCAL CHANGES, ETC. IN RESPECT OF PARENT SUBORDINATE VOTING SHARES

**12.1** Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan of the Corporation or Parent then in effect, in the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class B Shares given in accordance with Section 11.2,

- (a) issues or distributes Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to the holders of the then outstanding Parent Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than an issue of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to holders of Parent Subordinate Voting Shares who exercise an option to receive dividends of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) in lieu of receiving cash dividends;
- (b) issues or distributes rights, options or warrants to the holders of the then outstanding Parent Subordinate Voting Shares entitling them to subscribe for or to purchase Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding Parent Subordinate Voting Shares:
  - (i) shares or securities of Parent of any class other than Parent Subordinate Voting Shares;
  - (ii) rights, options or warrants other than those referred to in Section 12.1(b); or
  - (iii) evidences of indebtedness of Parent,

the Corporation will provide at least five (5) Business Days prior notice to the Class B Shareholders and will ensure that the economic equivalent (as determined by the Board of Directors in accordance with Section 3.5) on a per share basis of such Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares), rights, options, warrants, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Class B Shareholders under this Section 12.1 unless an equivalent amount on a per share basis is issued or distributed to the Class A Shareholders under Section 5.1 of Part II.

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**12.2** In the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class B Shares given in accordance with Section 11.2,

- (a) subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;
- (b) reduces, combines, consolidates or changes the then outstanding Parent Subordinate Voting Shares into a lesser number of Parent Subordinate Voting Shares; or
- (c) reclassifies or otherwise changes the Parent Subordinate Voting Shares or effects an amalgamation, consolidation, merger, reorganization or other similar transaction affecting the Parent Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) change as effected in respect of the Parent Subordinate Voting Shares shall simultaneously be made to, or in, the rights of the holders of the Class B Shares. Notwithstanding any other provision in these share provisions, this Article 12 shall not be changed without the approval of the holders of the Class B Shares given in accordance with Section 11.2.

#### ARTICLE 13 LEGEND, WITHHOLDING RIGHTS; SPECIFIED AMOUNT

**13.1** Legend. The certificates evidencing the Class B Shares shall contain or have affixed thereto a legend in form and on terms approved by the Board of Directors with respect to the provisions of the Exchange Rights Agreement.

**13.2** Acknowledgement. Each Class B Shareholder, whether of record or beneficial, by virtue of becoming and being such a holder, shall be deemed to acknowledge each of the Liquidation Call Right, the Retraction Call Right and the Redemption Call Right, in each case, in favor of Parent, and the overriding nature thereof in connection with the liquidation, dissolution or winding-up of the Corporation, or the retraction or redemption of Class B Shares, as the case may be, and to be bound thereby in favor of Parent as therein provided.

Withholding Rights. Each of the Corporation and Parent shall be entitled to deduct and withhold from any dividend or other amount otherwise payable to any Class B 13.3 Shareholder such amounts as the Corporation or Parent is required or permitted (to the extent that absent such permitted withholding, the payor would be liable for, or for amounts on account of, taxes, interest and/or penalties in connection with the payment) to deduct or withhold with respect to such payment under the Income Tax Act (Canada) (including without limitation Section 116 and Part XIII thereof), the Code or any provision of provincial, state, local or foreign tax law, in each case, as amended. To the extent that amounts are so withheld, such withheld amounts shall be treated for all purposes hereof as having been paid to the Class B Shareholder in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted when due to the appropriate taxing authority and reasonable documentation respecting such payment is provided to the Class B Shareholder. To the extent that the amount so required or permitted to be deducted or withheld from any payment to a holder exceeds the cash portion of the consideration otherwise payable to the holder, subject to right of the Class B Shareholder as provided for below to provide such additional cash as is necessary to satisfy the tax obligations set out above, the Corporation and Parent are hereby authorized to sell or otherwise dispose of such portion of the non-cash consideration as is necessary to provide sufficient funds to the Corporation, or Parent, as the case may be, to enable it to comply with such deduction withholding requirement and the Corporation or Parent shall notify the holder thereof and remit to the holder any portion of the net proceeds of such sale not required or permitted to be deducted or withheld. All payments to be made hereunder shall be made without interest. Notwithstanding anything to the contrary herein and if commercially reasonable, prior to selling any non-cash consideration to satisfy tax obligations as provided for above, the Corporation or Parent, as applicable, shall notify the Class B Shareholders that it shall be making the deductions or withholdings noted above and the Class B Shareholders shall have the option to provide cash to the Corporation or Parent, as applicable, in amount equal to the amounts to be withheld or deducted within three (3) Business Days of delivery of the notice, in which case the Corporation or Parent, as applicable, shall not sell any non-cash consideration until such three (3) Business Day period had passed.

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#### ARTICLE 14 COVENANTS

14.1 The Corporation will take all such actions and do all such things as shall be necessary or advisable to perform and comply with and to ensure performance and compliance by Parent and the Corporation with all provisions of the Exchange Rights Agreement applicable to Parent and the Corporation, respectively, in accordance with the terms thereof including, without limitation, taking all such actions and doing all such things as shall be necessary or advisable to enforce to the fullest extent possible for the direct benefit of the Corporation all rights and benefits in favor of the Corporation under or pursuant to such agreement.

14.2 The Corporation shall not propose, agree to or otherwise give effect to any amendment to, or waiver or forgiveness of its rights or obligations under, the Exchange Rights Agreement without the approval of the Class B Shareholders given in accordance with <u>Article 11</u> other than such amendments, waivers and/or forgiveness as may be necessary or advisable for the purposes of:

- (a) adding to the covenants of the other parties to such agreement for the protection of the Corporation or the Class B Shareholders thereunder;
- (b) making such provisions or modifications not inconsistent with such agreement as may be necessary or desirable with respect to matters or questions arising thereunder which, in the good faith opinion of the Board of Directors, it may be expedient to make, provided that the Board of Directors shall be of the good faith opinion, after consultation with counsel, that such provisions and modifications will not be prejudicial to the interests of the Class B Shareholders; or making such changes in or corrections to such agreement which, on the advice of counsel to the Corporation, are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error contained therein, provided that the Board of Directors shall be of the good faith opinion, after consultation with counsel, that such changes or corrections will not be prejudicial to the interests of the Class B Shareholders.

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#### ARTICLE 15 NOTICES

**15.1** Any notice, request or other communication to be given to the Corporation by a Class B Shareholder shall be in writing and shall be valid and effective if given by mail (postage prepaid) or by facsimile or by delivery to the principal executive office of the Corporation and addressed to the attention of the President of the Corporation. Any such notice, request or other communication, if given by mail, facsimile or delivery, shall only be deemed to have been given and received (i) on the date of personal delivery, (ii) on the date of confirmed facsimile transmission, (iii) on the Business Day after it is deposited for delivery with a nationally recognized commercial overnight delivery service, or (iv) on the third (3<sup>rd</sup>) Business Day after deposit in the national certified or prepaid mail.

**15.2** Any presentation and surrender by a Class B Shareholders to the Corporation of certificates (or a lost stock certificate affidavit in lieu thereof) representing Class B Shares in connection with the liquidation, dissolution or winding-up of the Corporation or the retraction or redemption of Class B Shares shall be made by registered mail (postage prepaid) or by delivery to the principal executive office of the Corporation addressed to the attention of the President of the Corporation. Any such presentation and surrender of certificates shall only be deemed to have been made and to be effective upon actual receipt thereof by the Corporation. Any such presentation and surrender of certificates made by registered mail shall be at the sole risk of the holder mailing the same.

**15.3** Any notice, request or other communication to be given to a Class B Shareholder by or on behalf of the Corporation shall be in writing and shall be valid and effective if given by delivery to the address of the holder recorded in the register of shareholders of the Corporation or in the event of the address of any such holder not being so recorded, then at the last known address of such holder. Any such notice, request or other communication, shall be deemed to have been given and received on (i) the date of personal delivery, (ii) on the date of confirmed facsimile transmission, (iii) on the Business Day after it is deposited for delivery with a nationally recognized commercial

overnight delivery service, or (iv) on the third (3<sup>rd</sup>) Business Day after deposit in the national certified or prepaid mail. Accidental failure or omission to give any notice, request or other communication to one or more Class B Shareholders shall not invalidate or otherwise alter or affect any action or proceeding to be taken by the Corporation pursuant thereto except where such failure or omission has a material prejudicial effect in respect of the rights of that Class B Shareholder.

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#### PART II

#### **CLASS A SHARE PROVISIONS**

The Class A Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### ARTICLE 1 INTERPRETATION

1.1 The defined terms and other provisions in Article 1 of Part I of these share provisions shall also apply to this Part II. References to Sections made in this Part II are to Sections in this Part II, unless otherwise indicated. Unless otherwise specified or required by context, the terms "these share provisions", "hereof", "herein" and "hereunder" and similar expressions refer to these Class A Share provisions and the Class B Share provisions and not to any particular Article, Section or other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

#### ARTICLE 2 DIVIDENDS

2.1 A Class A Shareholder shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A Class A Shareholder shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Class A Share equivalent to each dividend or other distribution declared on each Class B Share. Without limiting the foregoing, a Class A Shareholder shall be entitled to receive, and the Board of Directors shall, subject to applicable law, on each Parent Distribution Declaration Date declare, a dividend or other distribution on each Class A Share:

- (a) in the case of a cash dividend or distribution declared on the Parent Subordinate Voting Shares, in an aggregate amount in cash for each Class A Share as is equal in U.S. dollars, or the Canadian Dollar Equivalent thereof on the Parent Distribution Declaration Date, in each case, to the per share cash dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable and without duplication;
- (b) in the case of a stock dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Closing Date to be paid in Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), by the payment by the Corporation of cash in an amount that is economically equivalent (as determined by the Board of Directors) to the number of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent) to be paid on each Parent Subordinate Voting Share, as applicable and without duplication; or

(c) in the case of a dividend or distribution declared on the Parent Subordinate Voting Shares to be paid in property other than (i) cash, (ii) Parent Subordinate Voting Shares, (iii) other equity securities of Parent or (iv) securities convertible for or exchangeable into equity securities of Parent, in such type and amount of property for each Class A Share as is the same as or economically equivalent (as determined by the Board of Directors in accordance with Section 2.5) to the type and aggregate amount of property declared as a dividend or distribution on the Parent Subordinate Voting Shares, as applicable and without duplication.

Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Class A Shares pursuant to this Section 2.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law.

2.2 Payment of Dividends. Checks of the Corporation payable at par at any branch of the bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Section 2.1(a) and the sending of such a check to each Class A Shareholder, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the Class A Shareholder shall be issued or transferred in respect of any stock dividends or distributions of Class A Shares contemplated by Section 2.1(b) and the sending of such a certificate to each Class A Shareholder, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Class A Shares contemplated by Section 2.1(b) and the sending of such a certificate to each Class A Shareholder, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Class A Shares represented thereby. Such other type and amount of property in respect of any dividends or distributions contemplated by Section 2.1(a) shall be paid, issued, distributed or transferred by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution or transfer thereof by the Corporation to each Class A Shareholder shall satisfy the dividend or distribution represented thereby. No Class A Shareholder shall be entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented by a check that, if received by such holder, has not been duly presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

2.3 Record and Payment Dates. The record date for the determination of the Class A Shareholders entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Class A Shares under Section 2.1 shall be the same dates as the record and payment date, respectively, for the corresponding dividend or distribution declared on the Class B Shares, as applicable.

2.4 Inability to Pay Dividends. If on any payment date for any dividends or distributions declared on the Class A Shares under Section 2.1, the dividends or distributions are not paid in full on all of the Class A Shares then outstanding due to solvency requirements or the provisions of applicable law, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property to make payment of such dividend or distribution n in satisfaction of such solvency requirements and in compliance with such applicable law.

qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2, and shall provide the Class A Shareholders with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2.

#### ARTICLE 3 VOTING RIGHTS

3.1 The holders of the Class A Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class A Share held at such meetings, except a meeting of holders of a particular class or series of shares other than the Class A Shares who are entitled to vote separately as a class or series at such meeting.

#### ARTICLE 4

#### LIQUIDATION, DISSOLUTION OR WINDING-UP

**4.1** In the event of Liquidation Event, the holders of the Class A Shares shall, subject to the rights of the holders of the Class B Shares under Section 6.1 of Part 1 of these share provisions in respect of any such distribution on liquidation, dissolution or winding up of the Corporation or other distribution of its property or assets among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary (any such event, "Liquidation Event"), be entitled to receive the remaining property and assets of the Corporation, except that the Class A Shareholders shall first be entitled to receive, on a pari passu basis with respect to that portion of the Liquidation Amount payable to the Class B Shareholders under subsections (b) and (c) of the definition of Class B Share Consideration, the following amounts:

(a) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class A Share under Section 2.1(a) of this Part II prior to or at the effective time of any such Liquidation Event, the excess, if any, of (A) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share prior to or at the effective time of such Liquidation Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share prior to or at the effective time of such Liquidation Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(a) of this Part II prior to or at the effective time of such Liquidation Event; <u>plus</u> (ii) the amount of any cash dividends or other cash distributions on the Class A Share which have been declared but not yet paid as of the effective time of such Liquidation Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable in U.S. dollars or the Canadian Dollar Equivalent by means of a check payable at any branch of the bankers of the payor; plus

(b) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class A Share under Section 2.1(c) of this Part II prior to or at the effective time of any such Liquidation Event, the excess, if any, of (A) the aggregate fair market value of all declared and paid non-cash dividends or other non-cash distributions by Parent on a Parent Subordinate Voting Share prior to or at the effective time of such Liquidation Event, over (B) the aggregate fair market value of all non-cash dividends or other non-cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(c) of this Part II prior to or at the effective time of such Liquidation Event, plus (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class A Share under Section 2.1(c) of this Part II prior to or at the effective time of such Liquidation Event, plus (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class A Share under Section 2.1(c) of this Part II prior to or at the effective time of such Liquidation Event, the effective time of such Liquidation Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable by means of a check payable at any branch of the bankers of the payor in U.S. dollars or the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of non-cash having a fair market value equal to the amount of such sum.

The rights of Class A Shareholders under this Section 4.1 to receive unpaid dividends and distributions shall rank pari passu with the rights of the Class B Shareholders to receive unpaid dividends and distributions (as provided for in subsections (b) and (c) of the definition of Class B Share Consideration) under Section 6.1 of Part I of these share provisions.

#### ARTICLE 5 RECIPROCAL CHANGES, ETC. IN RESPECT OF PARENT SUBORDINATE VOTING SHARES

5.1 Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan of the Corporation or Parent then in effect, in the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class A Shares,

- (a) issues or distributes Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to the holders of the then outstanding Parent Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than:
  - (i) an issue of Parent Subordinate Voting Shares pursuant to a distribution to which Section 2.1(b) applies, or

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(ii) an issue of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to holders of Parent Subordinate Voting Shares who exercise an option to receive dividends of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) in lieu of receiving cash dividends, provided that the Class A Shareholders shall receive the same option to either receive cash dividends or distributions pursuant to Section 2.1(a) or receive dividends or distributions of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) or have their Class A Shares adjusted pursuant to Section 2.1(b);

- (b) issues or distributes rights, options or warrants to the holders of the then outstanding Parent Subordinate Voting Shares entitling them to subscribe for or to purchase Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding Parent Subordinate Voting Shares (other than an issuance or distribution pursuant to which Section 2.1(c) applies):
  - (i) shares or securities of Parent of any class other than Parent Subordinate Voting Shares;

- (ii) rights, options or warrants other than those referred to in Section 5.1(b); or
- (iii) evidences of indebtedness of Parent,

the Corporation will provide at least five Business Days prior notice to the Class A Shareholders and will ensure that the economic equivalent on a per share basis of such Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares), rights, options, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Class A Shareholders and without duplication. For the avoidance of doubt, no stock, securities or other assets shall be issued or distributed to the Class A Shareholders under this Section 5.1 unless an equivalent amount on a per share basis is issued or distributed to the Class B Shareholders under Section 12.1 of Part I.

5.2 In the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class A Shares,

- (a) subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;
- (b) reduces, combines, consolidates or changes the then outstanding Parent Subordinate Voting Shares into a lesser number of Parent Subordinate Voting Shares; or

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(c) reclassifies or otherwise changes the Parent Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the Parent Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent change as effected in respect of the Parent Subordinate Voting Shares shall simultaneously be made to, or in, the rights the holders of the Class A Shares. For the avoidance of doubt, no such change shall be made under this Section 5.2 unless an equivalent change is made under Section 12.2 of Part I. Notwithstanding any other provision in these share provisions, this Article 5 shall not be changed without the approval of the holders of the Class B Shares given in accordance with Section 11.2 of Part I.

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#### PART III

#### **GENERAL**

Notwithstanding any provisions in these Articles of Incorporation or the Exchange Rights Agreement to the contrary, no shareholder shall receive duplicate rights and privileges upon the occurrence of the same event. This prohibition on duplication applies to both the Class B Shares and Class A Shares and with respect to all dividends, distributions, rights offerings, stock splits, consolidations, recapitalization, reorganizations and any other right or privilege applicable to them.

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#### EXHIBIT A

#### **RETRACTION REQUEST**

#### To: CSAC Acquisition MA II Corp. ("Exchangeco")

**THIS NOTICE** is given pursuant to Article 7 of Part I of the provisions of Exchangeco's Articles of Incorporation (the "**Class B Share Provisions**") attaching to the Class B Shares of Exchangeco represented by the certificate attached hereto (the "**Certificate**") or the lost stock certificate affidavit attached hereto, and all capitalized words and expressions used in this notice that are defined in the Class B Share Provisions have the meanings ascribed to such words and expressions in such Class B Share Provisions.

THE UNDERSIGNED hereby notifies Exchangeco that, subject to the Retraction Call Right referred to below, the undersigned desires to have Exchangeco redeem in accordance with Article 7 of the Class B Share Provisions:

- all share(s) represented by the Certificate; or

THE UNDERSIGNED hereby notifies Exchangeco that the Retraction Date shall be

NOTE: The Retraction Date must be a Business Day and must not be less than 5 Business Days nor more than 20 Business Days after the date upon which this notice is received by Exchangeco. If no such Business Day is specified above, the Retraction Date shall be deemed to be the 20th Business Day after the date on which this notice is received by Exchangeco.

THE UNDERSIGNED acknowledges the overriding Retraction Call Right of Parent to purchase all but not less than all the Retracted Shares from the undersigned and that this notice is and shall be deemed to be a revocable offer by the undersigned to sell the Retracted Shares to Parent in accordance with the Retraction Call Right on the Retraction Date for the Retraction Call Purchase Price (as defined in the Exchange Rights Agreement) and on the other terms and conditions set out Article 5 of the Exchange Rights Agreement. This Retraction Request, and this offer to sell the Retracted Shares to Parent, may be revoked and withdrawn by the undersigned only by notice in writing given to Exchange co at any time before the close of business on the Business Day immediately preceding the Retraction Date.

THE UNDERSIGNED acknowledges that if, as a result of solvency requirements or other provisions of applicable law, Exchangeco is unable to redeem all Retracted Shares, the undersigned will be deemed to have exercised the Class B Shareholders' Put Right (as defined in the Exchange Rights Agreement) so as to require Parent to purchase the unredeemed Retracted Shares.

THE UNDERSIGNED hereby represents and warrants to Exchangeco and Parent that the undersigned:

 $\Box$  is; or  $\Box$  is not

a Resident. The undersigned acknowledges that in the absence of an indication that the undersigned is a Resident, withholding may be made from amounts payable to the undersigned on the redemption or purchase of the Retracted Shares in accordance with applicable law and Section 13.3 of the Class B Share Provisions.

THE UNDERSIGNED hereby represents and warrants to Exchangeco and Parent that the undersigned has good title to, and owns, the share(s) represented by the Certificate to be acquired by Exchangeco or Parent, as the case may be, free and clear of all liens, hypothecs, claims and encumbrances.

(Date)		(Signature of Shareholder)	(Guarantee of Signature)
			rchase of the Retracted Shares are to be held for pick-up by the shareholder check(s) will be delivered by courier to the last address of the shareholder as
NOTE:	additional documents as Exchangeco may of the Retracted Shares will be issued a	require, must be deposited with Exchanged and registered in, and made payable to, re neck(s) resulting from such retraction or pu	it in a form reasonably satisfactory to the Corporation), together with such co. The securities and any check(s) resulting from the retraction or purchase espectively, the name of the shareholder as it appears on the register of rchase will be delivered to such shareholder as indicated above, unless the
Date:			
	n in Whose Name Securities or Check(s) d, Issued or Delivered (please print):		
Street Address	or P.O. Box:		
Signature of Sh	areholder:		
City, Province/	State and Postal/Zip Code:		
Signature Guar	anteed by:		

NOTE: If this Retraction Request is for less than all of the shares represented by the Certificate, a certificate representing the remaining share(s) of Exchangeco represented by this Certificate will be issued and registered in the name of the shareholder as it appears on the register of Exchangeco.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation, certifying that the facts herein stated are true, this February 4, 2022.

#### CSAC ACQUISITION MA II CORP.

By: <u>/s/ Jonathan Sandelman</u> Name: Jonathan Sandelman Its: President

[Amended and Restated Articles of Incorporation of CSAC Acquisition MA II Corp.]

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



OFFICE OF THE SECRETARY OF STATE Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5708 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

### **Business Entity - Filing Acknowledgement**

09/14/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021091401179-1584552 20211750416 Amended and Restated Articles 9/14/2021 12:57:00 PM 32

Indexed Entity Information: Entity ID: E11987602021-5 Entity Status: Active

Entity Name: CSAC Acquisition NJ Corp. Expiration Date: None

Commercial Registered Agent CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully, hara K. Cegavste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Commercial Recording Division 202 N. Carson Street



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov



### **Profit Corporation:**

# Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390) Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity as on file with the Nevada Secretary of State:
	CSAC Acquisition NJ Corp.
	Entity or Nevada Business Identification Number (NVID): NV20212002011
2. Restated or Amended and Restated Articles: (Select one) (If <u>amending and</u> restating only, complete section 1,2 3, 5 and 6)	<ul> <li>Certificate to Accompany Restated Articles or Amended and Restated Articles</li> <li>Restated Articles - No amendments; articles are restated only and are signed by a officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:</li> <li>The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.</li> <li>X Amended and Restated Articles</li> </ul>
3. Type of Amendment Filing	Restated or Amended and Restated Articles must be included with this filing type.     Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before     Issuance of Stock)
Being Completed: (Select only one box)	The undersigned declare that they constitute at least two-thirds of the following:
(If amending, complete section 1, 3, 5 and 6.)	(Check only one box) incorporators board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued
	<ul> <li>Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)</li> <li>The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 100%</li> </ul>
	<ul> <li>Officer's Statement (foreign qualified entities only) -</li> <li>Name in home state, if using a modified name in Nevada:</li> </ul>
	Jurisdiction of formation:
	Changes to takes the following effect:  The entity name has been amended.  The purpose of the entity has been amended.  Merger
<i>v</i>	<ul> <li>The authorized shares have been amended.</li> <li>Conversion</li> <li>Other: (specify changes)</li> </ul>
	* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

	Profit Corpora	ation:
C C	ertificate of Amendment (PUR	
Cortific	entineate of Americament (PUR	SUANT TO NRS 78.380 & 78.385/78.390)
Certifica	ate to Accompany Restated	I Articles or Amended and
	<b>Restated Articles</b> (PUR	
	Officer's Statement (PU	JRSUANT TO NRS 80.030)
4. Effective Date and	Date:	Time:
Time: (Optional)	(must not be later th	nan 90 days after the certificate is filed)
5. Information Being	Changes to takes the following effect:	
Changed: (Domestic corporations only)	The entity name has been amende	ed.
corporations only)	The registered agent has been cha	anged. (attach Certificate of Acceptance from new
	registered agent)	
	The purpose of the entity has been	amended.
	X The authorized shares have been a	
	☐ The directors, managers or general	
	<ul> <li>IRS tax language has been added.</li> <li>Articles have been added.</li> </ul>	
	Articles have been added.	
	Other.	
		s follows: (provide article numbers, if available)
		s follows: (provide article numbers, il available)
0.01	(attach addition	al page(s) if necessary)
6. Signature: (Required)	× Yourden	Jonathan Sandelman, President
	Signature of Officer or Authorized Signer	Title
	X	-
	Signature of Officer or Authorized Signer	Title
	any class or series of outstanding shares, then the	e any preference or any relative or other right given to amendment must be approved by the vote, in addition
	the affirmative vote otherwise required, of the hold	lers of shares representing a majority of the voting now
	power thereof.	t regardless to limitations or restrictions on the voting
	Please include any required or optional inf	ormation in space below:
	(attach additional page(s) if ne	ecessary)
See attached Amen	ded and Restated Articles of Incorpora	ation.
This form must be accor	mpanied by appropriate fees.	
		Page 2 o Revised: 1/1/20

#### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CSAC ACQUISITION NJ CORP.

CSAC Acquisition NJ Corp. (the "Corporation"), a Nevada corporation, hereby amends and restates its Articles of Incorporation to embody in one document its original articles and the subsequent amendments thereto, pursuant to Sections 78.390 and 78.403 of the Nevada Revised Statutes (the "NRS").

These Amended and Restated Articles of Incorporation (these "Articles of Incorporation") were approved and adopted by the board of directors of the Corporation (the "Board of Directors") by written consent on September 13, 2021. Upon the recommendation of the Board, the sole shareholder of the Corporation, holding all of the voting

power, approved and adopted these Articles of Incorporation by written consent on September 13, 2021. As a result, these Articles of Incorporation were authorized and adopted in accordance with the NRS.

These Articles of Incorporation correctly set forth the text of the Corporation's Articles of Incorporation as amended up to and by these Articles of Incorporation.

**1.1** Name. The name of the Corporation is CSAC Acquisition NJ Corp.

**1.2** Registered Office and Registered Agent. The Corporation may, from time to time, in the manner provided by law, change the registered agent and registered office within the State of Nevada. The Corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Nevada.

1.3 Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Nevada.

**1.4** Authorized Capital. The total number of all classes of stock which the Corporation shall have the authority to issue is 200,000,000 common shares, \$0.0001 par value, of which 140,000,000 shares are hereby designated Class A voting non-exchangeable common shares, \$0.0001 par value, and 60,000,000 shares are hereby designated Class B non-voting exchangeable common shares, \$0.0001 par value. Effective upon the filing of this Articles of Incorporation, as the same may be amended from time to time, each issued and outstanding share of Common Stock, \$0.0001 par value, shall be reconstituted automatically and without any further action by the Corporation or any of the Corporation's stockholders into one share of Class A voting non-exchangeable common shares, \$0.0001 par value.

1.5 Bylaws. The Board of Directors is expressly authorized to adopt, amend or repeal bylaws of the Corporation (the 'Bylaws').

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**1.6** Limitation of Directors' Liability; Indemnification. The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent permitted by law. The Corporation is authorized to indemnify (and advance expenses to) its directors and officers to the fullest extent permitted by law. Neither the amendment, modification or repeal of these Articles of Incorporation nor the adoption of any provision in this certificate of incorporation inconsistent with these Articles of Incorporation shall adversely affect any right or protection of a director or officer of the Corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

1.7 Elections of Directors. The Board of Directors shall be elected or appointed in such manner as shall be provided in the Bylaws, as amended from time to time. Except as otherwise fixed or provided for pursuant to the provisions of these Articles of Incorporation, including any certificate of designation relating to any series of preferred stock, the number of directors may be changed from time to time in the manner provided in the Bylaws.

1.8 Additional Terms. Part I (Class B Share Provisions), Part II (Class A Share Provisions) and Part III (General) and Exhibit A (Retraction Request), attached hereto, form a part of these Articles of Incorporation for all purposes.

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#### PART I

#### **CLASS B SHARE PROVISIONS**

The Class B Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### ARTICLE 1 INTERPRETATION

1.1 **Definitions.** In these share provisions, the following terms shall have the following meanings:

"Additional Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Affiliate" has the meaning ascribed thereto in the Business Corporations Act (British Columbia), as amended, but the holders of Class B Shares that are parties to the Exchange Rights Agreement shall not be deemed to be Affiliates of Parent or the Corporation.

"Board of Directors" means the Board of Directors of the Corporation.

"Business Day" means any day except Saturday, Sunday or any day on which banks are generally not open for business in the City of Toronto, Ontario or the City of New York, New York.

"Canadian Dollar Equivalent" means in respect of an amount expressed in US Dollars at any date, the product obtained by multiplying:

(a) the US Dollar amount by,

(b) the average US Dollar/Canadian Dollar daily exchange rate as published by the Bank of Canada for the period of five Business Days prior to the date of conversion.

"Cash Dividend Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Class A Shares" means the Class A voting non-exchangeable common shares in the capital of the Corporation and any other securities into which such shares may be changed.

"Class B Share Consideration" means, with respect to each Class B Share, for any acquisition, redemption or retraction of, or distribution of assets of the Corporation in respect of the Class B Share (any such event, "Exchange Event") the aggregate of the following:

(a) one Parent Subordinate Voting Share; plus

- (b) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class B Share under Section 3.1(a) of this Part I from the Dividend Effective Date to the effective time of any such Exchange Event, the excess, if any, of (A) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Exchange Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Exchange Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by the Corporation on the Class B Share under Section 3.1(a) of this Part I from the Dividend Effective Date to the effective time of such Exchange Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by the Corporation on the Class B Share under Section 3.1(a) of this Part I from the Dividend Effective Date to the effective time of such Exchange Event, plus (ii) the amount of any cash dividends or other cash distributions on the Class B Share which have been declared but not yet paid as of the effective time of such Exchange Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable in U.S. dollars or the Canadian Dollar Equivalent by means of a check payable at any branch of the bankers of the payor (such sum, the "Cash Dividend Amount"); plus
- (c) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class B Share under Section 3.1(c) of this Part I from the Dividend Effective Date to the effective time of any such Exchange Event, the excess, if any, of (A) the aggregate fair market value of all declared and paid non-cash dividends or other non-cash distributions by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Exchange Event, over (B) the aggregate fair market value of all non-cash dividends or other non-cash distributions declared and paid by the Corporation on the Class B Share under Section 3.1(c) of this Part I from the Dividend Effective Date to the effective time of such Exchange Event, <u>plus</u> (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class B Share under Section 3.1(c) of this Part I from the Dividend Effective Date to the effective time of such Exchange Event, <u>plus</u> (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class B Share which have been declared but not yet paid as of the effective time of such Exchange Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable by means of a check payable at any branch of the bankers of the payor in U.S. dollars or the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of non-cash litems having a fair market value equal to the amount of such sum (such sum, the "Non-Cash Dividend Amount" and together with the Cash Dividend Amount");

provided that such consideration shall be paid less any amounts on account of tax properly withheld in accordance with Section 13.3. For greater certainty, in no event shall a holder of Class B Shares be entitled to receive or demand any consideration in connection with the acquisition, redemption, or retraction of, or distribution of the assets of the Corporation in respect of, any Class B Shares, other than the Class B Share Consideration payable in accordance with Article 5.

"Class B Shareholders' Put Right" means the right of the holders of Class B Shares to require Parent to purchase all or any part of the Class B Shares held by such holder of Class B Shares, as more particularly described in, and in accordance with, the Exchange Rights Agreement.

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"Class B Shares" mean the Class B non-voting exchangeable common shares in the capital of the Corporation, having the rights, privileges, restrictions and conditions set forth herein.

"Closing Date" has the meaning ascribed thereto in the Purchase Agreement.

"Code" means the Internal Revenue Code of 1986, as amended.

"Constating Documents" means the articles of incorporation and bylaws of the Corporation, as amended from time to time.

"Control Transaction" means any of the following:

- (a) any person or group of persons acting jointly or in concert (within the meaning of National Instrument 62-104 *Take-Over Bids and Special Transactions*) ("NI 62-104") acquires, directly or indirectly, control (as defined in NI 62-104) of Parent;
- (b) the shareholders of Parent shall have approved a merger, consolidation, recapitalization or reorganization of Parent, or, if shareholder approval is not sought or obtained, any such transaction shall have been consummated, in either case other than any such transaction which would result in at least 50% of the total voting power represented by the voting securities of the resulting entity outstanding immediately after such transaction being beneficially owned by holders of outstanding voting securities of Parent immediately prior to the transaction, with the voting power of each such continuing holder relative to such other continuing holders being not altered substantially in the transaction; or
- (c) the shareholders of Parent shall approve an agreement for the sale or disposition by Parent of all or substantially all of Parent's consolidated assets, except for the transfer of assets to a subsidiary of Parent;

"Corporation" means CSAC Acquisition NJ Corp., a corporation organized under the laws of the State of Nevada and any successor corporation.

"Dividend Effective Date" means September 15, 2023.

"Exchange Rights Agreement" means the exchange rights agreement among Parent, the Corporation and the holders of the Class B Shares setting out the terms and conditions relating to the exchange of the Class B Shares for Parent Subordinate Voting Shares, as it may be amended from time to time.

"Foreign Currency Amount" has the meaning ascribed thereto in the definition of Canadian Dollar Equivalent.

"Governmental Entity" means (i) any multinational, federal, provincial, state, territorial, regional, municipal, local or other government, governmental or public department, central bank, court, tribunal, arbitral body, commission, board, bureau or agency, domestic or foreign, (ii) any subdivision, agent, commission, board, or authority of any of the foregoing, or (iii) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing.

"holder" means, when used with reference to the Class B Shares, the holders of Class B Shares shown from time to time in the register maintained by or on behalf of the Corporation in respect of the Class B Shares.

"Insolvency Event" means the institution by the Corporation of any proceeding to be adjudicated a bankrupt or insolvent or to be liquidated, dissolved or wound-up. or the consent of the Corporation to the institution of bankruptcy, insolvency, liquidation, dissolution or winding up proceedings against it, or the filing of a petition, answer or consent seeking liquidation, dissolution or winding up under any bankruptcy, insolvency or analogous laws in any jurisdiction, and the failure by the Corporation to contest in good faith any such proceedings instituted by any Person other than the Corporation commenced in respect of the Corporation within 30 days of becoming aware thereof, or the consent by the Corporation to the filing of any such petition or to the appointment of a receiver, or the making by the Corporation of a general assignment for the benefit of creditors, or the admission in writing by the Corporation of its inability to pay its debts generally as they become due, or the Corporation not being permitted, pursuant to solvency requirements of applicable law, to purchase any Retracted Shares pursuant to these share provisions.

"Liquidation Amount" has the meaning ascribed thereto in Section 6.1.

"Liquidation Call Right" means the overriding right of Parent, in the event of and notwithstanding the proposed liquidation, dissolution or winding-up of the Corporation pursuant to Article 6, to purchase from all, but not less than all, of the holders of Class B Shares (other than any holder of Class B Shares which is an Affiliate of Parent) on the Liquidation Date all, but not less than all, of the Class B Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

"Liquidation Date" has the meaning ascribed thereto in Section 6.1.

"Non-Cash Dividend Amount' has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Parent" means Ayr Wellness Inc., a corporation organized under the laws of the Province of British Columbia, and any successor corporation.

"Parent Distribution Declaration Date" means the date on which the Board of Directors of Parent declares any dividend or other distribution on the Parent Subordinate Voting Shares.

"Parent Subordinate Voting Shares" means the subordinate voting shares of Parent and shall include, upon implementation of the Amendment Resolution (as defined in Parent's management information circular prepared in connection with the shareholder meeting held on November 4, 2020 (the "MIC")), the Restricted Voting Shares (as defined in the MIC), and any such other securities into which such shares may be converted or exchanged.

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"Person" includes any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate, corporation, unincorporated association or organization, Governmental Entity, syndicate or other entity, whether or not having legal status.

"**Purchase Agreement**" means the Membership Interest Purchase Agreement, dated March 26, 2021, by and among,*inter alia*, Parent, the Corporation, the Class B Shareholders and GSD NJ LLC, a New Jersey limited liability company, as amended or amended and restated from time to time.

"**Redemption Call Right**" means the overriding right of Parent, notwithstanding the proposed redemption of the Class B Shares by the Corporation pursuant to Article 8, to purchase from all but not less than all of the holders of Class B Shares (other than any holder of Class B Shares which is an Affiliate of Parent) on the Redemption Date all but not less than all of the Class B Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

"**Redemption Date**" means the date, if any, established by the Board of Directors in connection with the occurrence of a Redemption Event, for the redemption by the Corporation of all but not less than all of the outstanding Class B Shares pursuant to Article 8 in accordance with the terms hereof; *provided, however*, that the Redemption Date, if established, shall not be later than thirty (30) days after the occurrence of such Redemption Event (except in the case of a Redemption Event set forth in clause (d) of the definition thereof, in which case the Redemption Date shall occur not later than thirty (30) days after the Corporation's delivery of the Shareholder Redemption Notice, subject to Section 8.2).

"**Redemption Event**" means (a) the occurrence of a Control Transaction, (b) the occurrence of an Insolvency Event, (c) the day upon which U.S. tax legislation is amended and becomes effective such that all U.S. resident holders of Class B Shares may receive Parent Subordinate Voting Shares in exchange for their Class B Shares on a tax deferred basis for U.S. income tax purposes, or (d) it is the seventh anniversary of the Closing Date or any date thereafter.

"Redemption Notice" has the meaning ascribed thereto in Section 8.2.

"Redemption Price" has the meaning ascribed thereto in Section 8.1.

"Resident" means a Person who is a resident of the United States for purposes of the Code or, if a partnership, all of whose partners are Residents.

"Retracted Shares" has the meaning ascribed thereto in Section 7.1(a).

"Retraction Call Right" has the meaning ascribed thereto in Section 7.1(c).

"Retraction Date" has the meaning ascribed thereto in Section 7.1(b).

"Retraction Price" has the meaning ascribed thereto in Section 7.1.

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"Retraction Request" has the meaning ascribed thereto in Section 7.1.

"Shareholder Redemption Notice" has the meaning ascribed thereto in Section 8.2(b).

**1.2 Headings; Article and Section References.** The division of these share provisions into Articles, Sections and other portions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of these share provisions. Unless otherwise indicated, all references to an "Article" or "Section" followed by a number and/or a letter refer to the specified Article or Section of these share provisions. Unless otherwise specified or required by context, the terms "these share provisions", "hereof, "herein" and "hereunder" and similar expressions refer to these Class B Share provisions and the Class A Share provisions and not to any particular Article, Section or other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

1.3 Number and Gender. Words importing the singular number only shall include the plural and vice versa. Words importing any gender shall include all genders.

**1.4** Business Days. If any date on which any action is required to be taken under these share provisions is not a Business Day, such action shall be required to be taken on the next succeeding Business Day.

#### ARTICLE 2 RANKING OF CLASS B SHARES

2.1 Ranking. Except for the exchange features and related rights of the Class B Shares and the fact that the Class B Shares are non-voting, the Class B Shares shall rank pari passu with the Class A Shares.

#### ARTICLE 3 DIVIDENDS

**3.1 Dividends.** A holder of a Class B Share shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A holder of a Class B Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Class B Share equivalent to each dividend or other distribution declared on each Class A Share. Without limiting the foregoing, a holder of a Class B Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, on each Parent Distribution Declaration Date declare, a dividend or other distribution on each Class B Share:

(a) in the case of a cash dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Dividend Effective Date, in an aggregate amount in cash for each Class B Share as is equal in U.S. dollars, or the Canadian Dollar Equivalent thereof on the Parent Distribution Declaration Date, in each case, to the per share cash dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable and without duplication;

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- (b) in the case of a stock dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Closing Date to be paid in Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), by the issue or transfer by the Corporation of such number of Class B Shares for each Class B Share as is economically equal to the number of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities for or exchangeable into equity securities of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent) to be paid on each Parent Subordinate Voting Shares, as applicable and without duplication unless in lieu of such stock dividend or distribution the Corporation elects to effect a corresponding and contemporaneous and economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) subdivision of the outstanding Class B Shares; or
- (c) in the case of a dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Dividend Effective Date to be paid in property other than (i) cash, (ii) Parent Subordinate Voting Shares, (iii) other equity securities of Parent or (iv) securities convertible for or exchangeable into equity securities of Parent, in such type and amount of property for each Class B Share as is the same as or economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) to the type and aggregate amount of property declared as a dividend or distribution on the Parent Subordinate Voting Shares, as applicable and without duplication.

Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Class B Shares pursuant to this Section 3.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law. For the avoidance of doubt, (i) the provisions of this Section 3.1 and Article XII shall be applied to ensure that holders of Class B Shares are treated in a manner economically equivalent to treatment of holders of Parent Subordinate Voting Shares (A) with respect to stock dividends and other distributions described in Section 3.1(b), from and after the Closing Date, and (B) with respect to dividends and other distributions described in Section 3.1(c), from and after the Dividend Effective Date, and in no such event shall such provisions be applied to confer a benefit on any other Person, and (ii) in no event shall any holder of a Class B Share be entiled to receive any dividend or distribution on such Class B Share pursuant to Sections 3.1(a) or 3.1(c) unless the applicable Parent Distribution Declaration Date falls on or after the Dividend Effective Date.

**3.2** Payment of Dividends. Checks of the Corporation payable at par at any branch of the bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Section 3.1(a) and the sending of such a check to each holder of a Class B Share, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the holder of Class B Shares shall be issued or transferred in respect of any stock dividends or distributions of Class B Shares contemplated by Section 3.1(b) and the sending of such a certificate to each holder of a Class B Share, and the receipt by that holder of such critificate, shall satisfy the stock dividend or distribution of Class B Shares represented thereby. Such other type and amount of property in respect of any dividends or distributions contemplated by Section 3.1(c) shall be paid, issued, distributed or transferred by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution or transfer thereofy by the Corporation to each holder of a Class B Share shall satisfy the entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented thereby. No holder of a Class B Share shall be entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented to the corporation in such a period of two years from the date on which such dividend or distribution was paid.

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**3.3 Record and Payment Dates.** The record date for the determination of the holders of Class B Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Class B Shares under Section 3.1 shall be the same dates as the record date and payment date, respectively, for the corresponding dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable.

3.4 Inability to Pay Dividends. If on any payment date for any dividends or distributions declared on the Class B Shares under Section 3.1, the dividends or distributions are not paid in full on all of the Class B Shares then outstanding, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property properly applicable to the payment of such dividend or distribution.

**3.5 Determination of Economic Equivalence.** The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2, and shall provide the Class B Shareholders with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2. Notwithstanding anything to the contrary in these share provisions, within (10) Business Days following the delivery of the written determination of economic equivalence to the Board of Directors (the "**Dispute Notice**"). If the Dispute Notice is so given, the Majority Holders, on the one hand, and the Board of Directors, on the other hand, shall jointly select an appraiser which shall be an independent, nationally recognized firm of chartered professional accountants (the "**Appraiser**") who shall determine the economic equivalence; *provided, however*, that if the Majority Holders and the Board of Directors cannot agree upon a single appraiser, KPMG shall be the Appraiser for

purposes of this Section 3.5. The Appraiser shall conduct such independent procedures and investigations as the Appraiser shall deem necessary in order to form an opinion as to the economic equivalence and shall give written notice within thirty (30) days of its appointment as Appraiser of its determination to the Majority Holders and the Board of Directors. Such determination shall be final and binding upon the Class B Shareholders and the Corporation, absent manifest error. The fees of the Appraiser shall be borne by the Majority Holders, on the one hand, and the Corporation, on the other hand, in such amount(s) as will be determined by the Appraiser based on the proportion that the aggregate dollar amount of disputed items submitted to the Appraiser that is unsuccessfully disputed by the Majority Holders, on the one hand, or the Corporation, on the other hand, as determined by the appraiser, bears to the total amount of such disputed items so referred to the Appraiser for resolution.

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#### ARTICLE 4 CERTAIN RESTRICTIONS

4.1 Certain Restrictions. So long as any of the Class B Shares are outstanding, the Corporation shall not at any time without, but may at any time with, the approval of the holders of Class B Shares given as specified in Section 11.2:

- (a) amend the Constating Documents; or
- (b) initiate the voluntary liquidation, dissolution or winding-up of the Corporation nor take any action or omit to take any action that is designed to result in the liquidation, dissolution or winding-up of the Corporation.

#### ARTICLE 5 PAYMENT OF THE CLASS B SHARE CONSIDERATION

5.1 Payment of the Class B Share Consideration. For all purposes of these rights, privileges, restrictions and conditions attaching to the Class B Shares, payment of the Class B Share Consideration (including payment of the Additional Amount, if any) in respect of each Class B Share shall be made by causing to be issued or transferred to each holder of such Class B Share a Parent Subordinate Voting Share (which share shall be fully paid and shall be free and clear of any lien, claims or encumbrance) plus delivering a check of the Corporation in respect of the Additional Amount, if any, and in all cases, less any amounts on account of tax properly withheld in accordance with Section 13.3. In connection with such issuance or transfer of such Parent Subordinate Voting Share, such holder will, in Parent's discretion as to physical or electronic form, (i) receive, at the address of such holder recorded in register of shareholders of the Corporation for the Class B Share certificate representing such Parent Subordinate Voting Share, or (ii) have such Parent Subordinate Voting Share registered on an uncertificated basis in the direct registration stem maintained by Parent's transfer agent in the name of such holder of the Class B Share.

#### ARTICLE 6 DISTRIBUTION ON LIQUIDATION

6.1 Liquidation Rights. Subject to applicable law and the due exercise by Parent of its Liquidation Call Right, in the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, a holder of Class B Share shall be entitled to receive in respect of each Class B Share held by such holder on the effective date (the "Liquidation Date") of such liquidation, dissolution or winding-up, before any other distribution of any part of the assets of the Corporation, an amount per Class B Share equal to the Class B Share Consideration applicable on the last Business Day prior to the Liquidation Date (the "Liquidation Amount"), except that the Class A Shares will have equivalent rights with respect to any unpaid dividends and distributions as set forth in Article 4 of Part II of these share provisions.

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**6.2** Payment and Delivery of Liquidation Amount. On or promptly after the Liquidation Date, and subject to the exercise by Parent of the Liquidation Call Right, the Corporation shall cause to be delivered to the holders of the Class B Shares the Liquidation Amount for each such Class B Share upon presentation and surrender of the certificates representing such Class B Shares, a document (in the case of a holder who is a Resident) containing a representation and warranty that the holder is a Resident, together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares shall be made in accordance with the provisions of Article 5. On and after the Liquidation Date, the holders of the Class B Shares shall cease to be holders of such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Liquidation Amount, unless payment of the total Liquidation Amount for such Class B Shares shall not be made upon presentation and surrender of share certificates in accordance with the foregoing provisions, in which case the rights of the holders all remain unaffected until the total Liquidation Amount has been paid in the manner hereinbefore provided. Upon delivery of Parent Subordinate Voting Shares, the holders of the Class B Shares to be holders of Parent Subordinate Voting Shares delivered to them or the custodian on their behalf.

6.3 Rights after Liquidation. After the Corporation has satisfied its obligations to pay the holders of the Class B Shares the total Liquidation Amount, such holders shall not be entitled, in respect of the Class B Shares, to share in any further distribution of the assets of the Corporation.

#### ARTICLE 7 RETRACTION OF CLASS B SHARES BY HOLDER

7.1 **Retraction Rights.** A holder of Class B Shares shall be entitled, subject to applicable law and the exercise by Parent of the Retraction Call Right and otherwise upon compliance with the provisions of this Article 7, to require the Corporation to redeem all or any portion of the Class B Shares registered in the name of such holder for an amount per Class B Share equal to the Class B Share Consideration on the last Business Day prior to the Retraction Date (the "**Retraction Price**"). To effect such redemption, the holder shall present and surrender at the principal executive office of the Corporation the certificate or certificates representing the Class B Shares which the holder desires to have the Corporation redeem, together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under applicable law and the Constating Documents and such additional documents and instruments as the Corporation may reasonably require, together with a duly executed statement (the "**Retraction Request**") in the form of <u>Exhibit A</u> or in such other form as may be acceptable to the Corporation:

(a) specifying that the holder desires to have all or a specified portion of the Class B Shares represented by such certificate or certificates (the "retracted Shares") redeemed by the Corporation;

- (b) stating the Business Day on which the holder desires to have the Corporation redeem the Retracted Shares (the "**Retraction Date**"), provided that the Retraction Date shall be not less than 10 Business Days nor more than 20 Business Days after the date on which the Retraction Request is received by the Corporation and further provided that, in the event that no such Business Day is specified by the holder in the Retraction Request, the Retraction Date shall be deemed to be the 20th Business Day after the date on which the Retraction Request is received by the Corporation;
- (c) acknowledging the overriding right (the "Retraction Call Right") of Parent, pursuant to the Exchange Rights Agreement, to purchase all but not less than all of the Retracted Shares directly from the holder and that the Retraction Request shall be deemed to be a revocable offer by the holder to sell the Retracted Shares to Parent in accordance with the Retraction Call Right on the terms and conditions set out in Article 5 of the Exchange Rights Agreement; and
- (d) in the case of a holder who is a Resident, representing and warranting that the holder is a Resident.

7.2 Purchase by the Corporation. Subject to the exercise by Parent of the Retraction Call Right, upon receipt by the Corporation in the manner specified in Section 7.1 of a certificate or certificates representing the number of Retracted Shares, together with a Retraction Request, and provided that the Retraction Request is not revoked by the holder in the manner specified in Section 7.6, the Corporation shall redeem the Retracted Shares effective at the close of business on the Retraction Date and shall cause to be delivered to such holder the Retraction Price. If only part of the Class B Shares represented by any certificate is redeemed (or purchased by Parent or any of its Affiliates pursuant to the Retraction Call Right), a new certificate for the balance of such Class B Shares to be retained by the holder of Class B Shares shall be issued to the holder by the Corporation.

**7.3** Payment of Retraction Price. The Corporation shall deliver the Retraction Price in accordance with the provisions of Article 5 and such delivery by the Corporation shall be deemed to be payment of and shall satisfy and discharge all liability for the total Retraction Price.

7.4 **Rights after Retraction.** On and after the close of business on the Retraction Date, the holder of the Retracted Shares shall cease to be a holder of such Retracted Shares and shall not be entitled to exercise any of the rights of a holder in respect thereof, other than the right to receive the Retraction Price per Class B Share, less any amounts on account of tax properly withheld accordance with applicable law and Section 13.3, unless upon presentation and surrender of certificates in accordance with the foregoing provisions, payment of the total Retraction Price payable to such holder shall not be made as provided in Section 7.3, in which case the rights of such holder shall remain unaffected until the total Retraction Price has been paid in the manner hereinbefore provided. On and after the close of business on the Retraction Date, provided that presentation and surrender of certificates and payment of the total Retraction Price has been made in accordance with the foregoing provisions, the holder of the total Retraction shall thereafter be considered and deemed for all purposes to be a holder of the Parent Subordinate Voting Shares delivered to such holder.

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7.5 Limitation on Retraction Rights. Notwithstanding any other provision of this Article 7, the Corporation shall not be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent that such redemption of Retracted Shares would be contrary to solvency requirements or other provisions of applicable law. If the Corporation believes that on any Retraction Date it would not be permitted by any of such provisions to redeem the Retracted Shares tendered for redemption on such date, the Corporation shall only be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent of the maximum number that may be so redeemed (rounded down to the next whole number of shares) as would not be contrary to such provisions and shall notify the holder at least two Business Days prior to the Retraction Date as to the number of Retracted Shares which will not be redeemed by the Corporation. In any case in which the redemption by the Corporation of Retracted Shares would be contrary to solvency requirements or other provisions shall redeemed by the Corporation pursuant to Section 7.2. Provided that the Retraction Request is not revoked by the holder in the manner specified in Section 7.6, the holder of any such Retracted Shares not redeemed by the Corporation pursuant to Section 7.2 as a result of solvency requirements or other provisions and shall issue to each holder of pursuant to Section 7.2 as a result of solvency requirements or other manner specified in Section 7.6, the holder of any such Retracted Shares not redeemed by the Corporation pursuant to Section 7.2 as a result of solvency requirements or other manner as soon as practicable thereafter on payment by Parent to such holder of the Retraction Price for each such Retracted Share pursuant to the Exchange Rights Agreement.

**7.6** Withdrawal of Retraction Request. A holder of Retracted Shares may, by notice in writing given by the holder to the Corporation before the close of business on the Business Day immediately preceding the Retraction Date, withdraw its Retraction Request, in which event such Retraction Request shall be null and void and, for greater certainty, the revocable offer constituted by the Retraction Request to sell the Retracted Shares to Parent shall be deemed to have been revoked.

#### ARTICLE 8 REDEMPTION OF CLASS B SHARES BY THE CORPORATION

**8.1 Redemption Rights.** Subject to applicable law, and provided Parent has not exercised the Redemption Call Right or a Class B Shareholder has not exercised the Class B Shareholder's Put Right, upon the occurrence of a Redemption Event the Corporation shall have right to redeem all but not less than all of the then outstanding Class B Shares for an amount per Class B Share equal to the Class B Share Consideration on the last Business Day prior to the Redemption Date (the "**Redemption Price**").

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8.2 Exercise of Redemption Rights. In the case of a proposed redemption by the Corporation of Class B Shares under this Article 8, the Corporation shall,

- (a) at least 15 days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), notify Parent in writing (the "Redemption Notice") of the intention of the Corporation to redeem the Class B Shares; and
- (b) at least 10 days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), send or cause to be sent to Parent and each holder of Class B Shares a notice in writing (the "Shareholder Redemption Notice") of the redemption by the Corporation of the Class B Shares held by such holder.

In the case of a Redemption Date established in connection with a Control Transaction, the Redemption Notice and the Shareholder Redemption Notice will be sent on or before the Redemption Date, on as many days prior written notice as may be determined by the Board of Directors to be reasonably practicable in the circumstances (provided that at least ten Business Days' notice is given). In any such case, such notice shall set out the Redemption Date.

**8.3** Payment and Delivery of Redemption Price. On the Redemption Date and subject to the exercise by Parent of the Redemption Call Right or the exercise of the Class B Shareholders' Put Right, the Corporation shall cause to be delivered to the holders of the Class B Shares to be redeemed the Class B Share Consideration representing the full Redemption Price for each such Class B Share, upon presentation and surrender at the principal executive office of the Corporation of the certificates representing such Class B Shares, together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under the applicable law and the Constating Documents and (in the case of a holder who is a Resident) a representation and warranty by such holder of Class B Shares to be redeemed that such holder is a

Resident. Payment of the total Redemption Price for such Class B Shares shall be made in accordance with the provisions of Article 5. On and after the Redemption Date, the holders of the Class B Shares called for redemption shall cease to be holders of such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Redemption Price, less any amounts on account of tax properly withheld in accordance with applicable law and Section 13.3, unless payment of the total Redemption Price delivered to a holder for such Class B Shares shall not be made upon presentation and surrender of share certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected until the total Redemption Price has been paid in the manner hereinbefore provided. Upon such payment of the total Redemption Price, the holders of the Class B Shares shall thereafter be considered and deemed for all purposes be holders of the Parent Subordinate Voting Shares delivered to them.

#### ARTICLE 9 PURCHASE FOR CANCELLATION

9.1 Purchase for Cancellation. Subject to applicable law and at the option of the holder of Class B Shares, the Corporation may at any time and from time to time purchase for cancellation all or any part of the Class B Shares by private contract with any holder of Class B Shares at any price agreed to between the Corporation and such holder of Class B Shares.

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#### ARTICLE 10 VOTING RIGHTS

**10.1Voting Rights.** Except as required by applicable law and by Article 11 and 12, the holders of the Class B Shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting.

#### ARTICLE 11 AMENDMENT AND APPROVAL

**11.1** Holder Approval. The rights, privileges, restrictions and conditions attaching to the Class B Shares and the Class A Shares may be added to, changed or removed but only with approval of the holders of the Class B Shares given as hereinafter specified.

**11.2Approval Process.** Any approval given by the holders of the Class B Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class B Shares or the Class A Shares or any other matter requiring the approval or consent of the holders of the Class B Shares (except as set forth in Section 3.5) shall be deemed to have been sufficiently given if it shall have been given in accordance with applicable law subject to a minimum requirement that such approval be evidenced by resolution passed by not less than two-thirds of the votes cast on such resolution at a meeting of holders of Class B Shares duly called and held at which the holders of at least 50% of the outstanding Class B Shares at that time are presented by proxy. If at any such meeting, then the meeting shall be adjourned to such date not less than five days thereafter and to such time and place as may be designated by the Chairman of such meeting. At such adjourned meeting the holders of Class B Shares or Class B Shares or class B Shares or represented by proxy thereat shall form a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than two-thirds of the votes cast on such resolution at such meeting shall constitute the approval or consent of the class B Shares.

#### ARTICLE 12 RECIPROCAL CHANGES, ETC. IN RESPECT OF PARENT SUBORDINATE VOTING SHARES

**12.1** Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan, in the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class B Shares given in accordance with Section 11.2,

- (a) issues or distributes Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to the holders of the then outstanding Parent Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than:
  - (i) an issue of Parent Subordinate Voting Shares pursuant to a distribution to which Section 3.1(b) applies, or

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(ii) an issue of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to holders of Parent Subordinate Voting Shares who exercise an option to receive dividends or distributions of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) in lieu of receiving cash dividends or distributions, provided that the holders of Class B Shares shall receive the same option to either receive such cash dividends or distributions pursuant to Section 3.1(a) or receive dividends or distributions of Parent Subordinate Voting Shares) or have their Class B Shares adjusted pursuant to Section 3.1(b);

- (b) issues or distributes rights, options or warrants to the holders of the then outstanding Parent Subordinate Voting Shares entitling them to subscribe for or to purchase Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding Parent Subordinate Voting Shares (other than an issuance or distribution pursuant to which Section 3.1(c) applies):
  - (i) shares or securities of Parent of any class other than Parent Subordinate Voting Shares;
  - (ii) rights, options or warrants other than those referred to in Section 12.1(b); or
  - (iii) evidences of indebtedness of Parent,

the Corporation will provide at least five Business Days prior notice to the holders of Class B Shares and will ensure that the economic equivalent on a per share basis of such Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares), rights, options, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Class B Shares, all as applicable and without duplication. For the avoidance of doubt, no stock, securities or other assets shall be issued or distributed to the holders of Class B Shares under this Section 12.1 unless an equivalent amount on a per share basis is issued or distributed to the holders of Class A Shares under Section 5.1 of Part II.

12.2 In the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class B Shares given in accordance with Section 11.2,

(a) subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;

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- (b) reduces, combines, consolidates or changes the then outstanding Parent Subordinate Voting Shares into a lesser number of Parent Subordinate Voting Shares; or
- (c) reclassifies or otherwise changes the Parent Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the Parent Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent change as effected in respect of the Parent Subordinate Voting Shares shall simultaneously be made to, or in, the rights of the holders of the Class B Shares. Notwithstanding any other provision in these share provisions, this Article 12 shall not be changed without the approval of the holders of the Class B Shares given in accordance with Section 11.2.

#### ARTICLE 13 LEGEND, WITHHOLDING RIGHTS; SPECIFIED AMOUNT

13.1 Legend. The certificates evidencing the Class B Shares shall contain or have affixed thereto a legend in form and on terms approved by the Board of Directors with respect to the provisions of the Exchange Rights Agreement.

**13.2** Acknowledgement. Each holder of a Class B Share, whether of record or beneficial, by virtue of becoming and being such a holder, shall be deemed to acknowledge each of the Liquidation Call Right, the Retraction Call Right and the Redemption Call Right, in each case, in favor of Parent, and the overriding nature thereof in connection with the liquidation, dissolution or winding-up of the Corporation, or the retraction or redemption of Class B Shares, as the case may be, and to be bound thereby in favor of Parent as therein provided.

Withholding Rights. Each of the Corporation, Parent and their Affiliates shall be entitled to deduct and withhold from any dividend or other amount otherwise payable 13.3 to any holder of Class B Shares such amounts as the Corporation, Parent or such Affiliate is required or permitted (to the extent that absent such permitted withholding, the payor would be liable for, or for amounts on account of, taxes, interest and/or penalties in connection with the payment) to deduct or withhold with respect to such payment under the Income Tax Act (Canada) (including without limitation Section 116 and Part XIII thereof), the Code or any provision of provincial, state, local or foreign tax law, in each case, as amended. To the extent that amounts are so withheld, such withheld amounts shall be treated for all purposes hereof as having been paid to the holder of the Class B Shares in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted when done to the appropriate taxing authority and reasonable documentation respecting such payment is provided to the holder of the Class B Shares. To the extent that the amount so required or permitted to be deducted or withheld from any payment to a holder exceeds the cash portion of the consideration otherwise payable to the holder, subject to right of the holder of Class B Shares as provided for below to provide such additional cash as is necessary to satisfy the tax obligations set out above, the Corporation, Parent and their Affiliates are hereby authorized to sell or otherwise dispose of such portion of the non-cash consideration as is necessary to provide sufficient funds to the Corporation, Parent or such of their Affiliates, as the case may be, to enable it to comply with such deduction withholding requirement and the Corporation, Parent or such of their Affiliates shall notify the holder thereof and remit to the holder any portion of the net proceeds of such sale not required or permitted to be deducted or withheld. All payments to be made hereunder shall be made without interest. Notwithstanding anything to the contrary herein and if commercially reasonable, prior to selling any non-cash consideration to satisfy tax obligations as provided for above, the Corporation, Parent or its Affiliates, as applicable, shall notify the Class B Shareholder that it shall be making the deductions or withholdings noted above and the Class B Shareholder shall have the option to provide cash to the Corporation, Parent or its Affiliates, as applicable, in amount equal to the amounts to be withheld or deducted within three Business Days of delivery of the notice, in which case the Corporation, Parent or its Affiliates, as applicable, shall not sell any non-cash consideration until such three (3) Business Day period had passed.

#### ARTICLE 14 NOTICES

**14.1** Any notice, request or other communication to be given to the Corporation by a holder of Class B Shares shall be in writing and shall be valid and effective if given by mail (postage prepaid) or by facsimile or by delivery to the principal executive office of the Corporation and addressed to the attention of the President of the Corporation. Any such notice, request or other communication, if given by mail, facsimile or delivery, shall only) be deemed to have been given and received (i) on the date of personal delivery, (ii) on the date of confirmed facsimile transmission, (iii) on the Business Day after it is deposited for: delivery with a nationally recognized commercial overnight delivery service, or (iv) on the third (3<sup>rd</sup>) Business Day after deposit in the national certified or prepaid mail.

**14.2** Any presentation and surrender by a holder of Class B Shares to the Corporation of certificates representing Class B Shares in connection with the liquidation, dissolution or winding-up of the Corporation or the retraction or redemption of Class B Shares shall be made by registered mail (postage prepaid) or by delivery to the principal executive office of the Corporation addressed to the attention of the President of the Corporation. Any such presentation and surrender of certificates shall only be deemed to have been made and to be effective upon actual receipt thereof by the Corporation. Any such presentation and surrender of certificates made by registered mail shall be at the sole risk of the holder mailing the same.

**14.3** Any notice, request or other communication to be given to a holder of Class B Shares by or on behalf of the Corporation shall be in writing and shall be valid and effective if given by delivery to the address of the holder recorded in the register of shareholders of the Corporation or in the event of the address of any such holder not being so recorded, then at the last known address of such holder. Any such notice, request or other communication, shall be deemed to have been given and received on (i) the date of personal delivery, (ii) on the date of confirmed facsimile transmission, (iii) on the Business Day after it is deposited for delivery with a nationally recognized commercial overnight delivery service, or (iv) on the third (3<sup>rd</sup>) Business Day after deposit in the national certified or prepaid mail. Accidental failure or omission to give any notice, request or other communication to one or more holders of Class B Shares shall not invalidate or otherwise alter or affect any action or proceeding to be taken by the Corporation pursuant thereto except where such failure or omission has a material prejudicial effect in respect of the rights of that holder of the Class B Shares.

#### PART II

#### **CLASS A SHARE PROVISIONS**

The Class A Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### ARTICLE 1 INTERPRETATION

1.1 The defined terms and other provisions in Article 1 of Part I of these share provisions shall also apply to this Part II. References to Sections made in this Part II are to Sections in this Part II, unless otherwise indicated. Unless otherwise specified or required by context, the terms "these share provisions", "hereof", "herein" and "hereunder" and similar expressions refer to these Class A Share provisions and the Class B Share provisions and not to any particular Article, Section or other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

#### ARTICLE 2 DIVIDENDS

2.1 A holder of a Class A Share shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A holder of a Class A Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Class A Share equivalent to each dividend or other distribution declared on each Class B Share. Without limiting the foregoing, a holder of a Class A Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, on each Parent Distribution Declaration Date declare, a dividend or other distribution on each Class A Share:

- (a) in the case of a cash dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Dividend Effective Date, in an aggregate amount in cash for each Class A Share as is equal in U.S. dollars, or the Canadian Dollar Equivalent thereof on the Parent Distribution Declaration Date, in each case, to the per share cash dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable and without duplication;
- (b) in the case of a stock dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Closing Date to be paid in Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), by the payment by the Corporation of cash in an amount that is economically equivalent (as determined by the Board of Directors) to the number of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent) to be paid on each Parent Subordinate Voting Share, as applicable and without duplication; or

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(c) in the case of a dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Dividend Effective Date to be paid in property other than (i) cash, (ii) Parent Subordinate Voting Shares, (iii) other equity securities of Parent or (iv) securities convertible for or exchangeable into equity securities of Parent, in such type and amount of property for each Class A Share as is the same as or economically equivalent (as determined by the Board of Directors in accordance with Section 2.5) to the type and aggregate amount of property declared as a dividend or distribution on the Parent Subordinate Voting Shares, as applicable and without duplication.

Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Class A Shares pursuant to this Section 2.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law. For the avoidance of doubt, (i) the provisions of this Section 2.1 and Article V shall be applied to ensure that holders of Class A Shares are treated in a manner economically equivalent to the treatment of holders of Parent Subordinate Voting Shares (A) with respect to stock dividends and other distributions described in Section 2.1(b), from and after the Closing Date, and (B) with respect to dividends and other distributions described in Section 2.1(c), from and after the Dividend Effective Date, and in no such event shall any holder of a Class A Share be entitled to receive any dividend or distribution on such Class A Share pursuant to Sections 2.1(a) or 2.1(c) unless the applicable Parent Distribution Declaration Date falls on or after the Dividend Effective Date.

2.2 Payment of Dividends. Checks of the Corporation payable at par at any branch of the bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Section 2.1(a) and the sending of such a check to each holder of a Class A Share, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the holder of Class A Shares shall be issued or transferred in respect of any stock dividends or distributions of Class A Shares contemplated by Section 2.1(b) and the sending of such a certificate to each holder of a Class A Share, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Class A Shares represented thereby. Such other type and amount of property in respect of any dividends or distributions contemplated by Section 2.1(a) shall be paid, issued, distributed or transferred by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution or transfer thereof by the Corporation to each holder of a Class A Share shall satisfy the dividend or distribution represented thereby. No holder of a Class A Share shall be entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented by a check that, if received by such holder, has not been duly presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

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2.3 Record and Payment Dates. The record date for the determination of the holders of Class A Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Class A Shares under Section 2.1 shall be the same dates as the record and payment date, respectively, for the corresponding dividend or distribution declared on the Class B Shares, as applicable.

2.4 Inability to Pay Dividends. If on any payment date for any dividends or distributions declared on the Class A Shares under Section 2.1, the dividends or distributions are not paid in full on all of the Class A Shares then outstanding, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property properly applicable to the payment of such dividend or distribution.

2.5 Determination of Economic Equivalence. The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2, and shall provide the Class A Shareholders with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of

Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2.

#### ARTICLE 3 VOTING RIGHTS

3.1 The holders of the Class A Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class A Share held at such meetings, except a meeting of holders of a particular class or series of shares other than the Class A Shares who are entitled to vote separately as a class or series at such meeting.

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#### ARTICLE 4 LIQUIDATION, DISSOLUTION OR WINDING-UP

**4.1** In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary, the holders of the Class A Shares shall, subject to the rights of the holders of the Class B Shares under Section 6.1 of Part 1 of these share provisions in respect of any such distribution on liquidation, dissolution or winding-up of the Corporation or other distribution of its property or assets among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary or winding-up of the Corporation or other distribution of its property or assets among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary (any such event, "Liquidation Event"), be entitled to receive the remaining property and assets of the Corporation, except that the holders of Class A Shares shall first be entitled to receive, on a pari passu basis with respect to that portion of the Liquidation Amount payable to the holders of Class B Shares under subsections (b) and (c) of the definition of Class B Share Consideration, the following amounts:

- (a) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class A Share under Section 2.1(a) of this Part II from the Dividend Effective Date to the effective time of any such Liquidation Event, the excess, if any, of (A) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Liquidation Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Liquidation Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(a) of this Part II from the Dividend Effective Date to the effective time of such Liquidation Event; <u>plus</u> (ii) the amount of any cash dividends or other cash distributions on the Class A Share which have been declared but not yet paid as of the effective time of such Liquidation Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable in U.S. dollars or the Canadian Dollar Equivalent by means of a check payable at any branch of the bankers of the payor; plus
- (b) the sum of (i) unless corresponding equivalent dividends or distributions have already been declared and have been or will be paid on the Class A Share under Section 2.1(c) of this Part II from the Dividend Effective Date to the effective time of any such Liquidation Event, the excess, if any, of (A) the aggregate fair market value of all declared and paid non-cash dividends or other non-cash distributions by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Liquidation Event, over (B) the aggregate fair market value of all non-cash dividends or other non-cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(c) of this Part II from the Dividend Effective Date to the effective time of such Liquidation Event, over (B) the aggregate fair market value of all non-cash dividends or other non-cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(c) of this Part II from the Dividend Effective Date to the effective time of such Liquidation Event, plus (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class A Share which have been declared but not yet paid as of the effective time of such Liquidation Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable by means of a check payable at any branch of the bankers of the payor in U.S. dollars or the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of non-cash items having a fair market value equal to the amount of such sum.

The rights of holders of Class A Shares under this Section 4.1 to receive unpaid dividends and distributions shall rank pari passu with the rights of the holders of Class B Shares to receive unpaid dividends and distributions (as provided for in subsections (b) and (c) of the definition of Class B Share Consideration) under Section 6.1 of Part I of these share provisions.

#### ARTICLE 5 RECIPROCAL CHANGES, ETC. IN RESPECT OF PARENT SUBORDINATE VOTING SHARES

5.1 Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan, in the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class A Shares,

- (a) issues or distributes Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to the holders of the then outstanding Parent Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than:
  - (i) an issue of Parent Subordinate Voting Shares pursuant to a distribution to which Section 2.1(b) applies, or

(ii) an issue of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) in lieu of receiving cash dividends or distributions, provided that the holders of Class A Shares shall receive the same option to either receive cash dividends or distributions pursuant to Section 2.1(a) or receive dividends or distributions of Parent Subordinate Voting Shares) or have their Class A Shares adjusted pursuant to Section 2.1(b);

- (b) issues or distributes rights, options or warrants to the holders of the then outstanding Parent Subordinate Voting Shares entitling them to subscribe for or to purchase Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding Parent Subordinate Voting Shares (other than an issuance or distribution pursuant to which Section 2.1(c) applies):
  - (i) shares or securities of Parent of any class other than Parent Subordinate Voting Shares;

- (ii) rights, options or warrants other than those referred to in Section 5.1(b); or
- (iii) evidences of indebtedness of Parent,

the Corporation will provide at least five Business Days prior notice to the holders of Class A Shares and will ensure that the economic equivalent on a per share basis of such Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares), rights, options, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Class A Shares, all as applicable and without duplication. For the avoidance of doubt, no stock, securities or other assets shall be issued or distributed to the holders of Class A Shares under this Section 5.1 unless an equivalent amount on a per share basis is issued or distributed to the holders of Paret I.

5.2 In the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class A Shares,

- (a) subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;
- (b) reduces, combines, consolidates or changes the then outstanding Parent Subordinate Voting Shares into a lesser number of Parent Subordinate Voting Shares; or
- (c) reclassifies or otherwise changes the Parent Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the Parent Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent change as effected in respect of the Parent Subordinate Voting Shares shall simultaneously be made to, or in, the rights the holders of the Class A Shares. For the avoidance of doubt, no such change shall be made under this Section 5.2 unless an equivalent change is made under Section 12.2 of Part I. Notwithstanding any other provision in these share provisions, this Article 5 shall not be changed without the approval of the holders of the Class B Shares given in accordance with Section 11.2 of Part I.

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#### PART III

#### **GENERAL**

Notwithstanding any provisions in these Articles of Incorporation or the Exchange Rights Agreement to the contrary, no shareholder shall receive duplicate rights and privileges upon the occurrence of the same event. For example, if a cash dividend is declared on the Parent Subordinate Voting Shares after the Dividend Effective Date, then the holders of Class B Shares shall receive a comparable cash dividend under Section 3.1 of Part I. They shall not receive a second cash dividend under Section 3.1 of Part I because a cash dividend was also triggered on the Class A Shares under Section 2.1 of Part II arising from the same cash dividend declared on the Parent Subordinate Voting Shares. This prohibition on duplication applies to both the Class B Shares and Class A Shares and with respect to all dividends, distributions, rights offerings, stock splits, consolidations, recapitalization, reorganizations and any other right or privilege applicable to them.

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#### EXHIBIT A

#### **RETRACTION REQUEST**

#### To: CSAC Acquisition NJ Corp. ("Exchangeco")

THIS NOTICE is given pursuant to Article 7 of the provisions (the "Class B Share Provisions") attaching to the Class B Shares of Exchangeco represented by the certificate attached hereto (the "Certificate") and all capitalized words and expressions used in this notice that are defined in the Class B Share Provisions have the meanings ascribed to such words and expressions in such Class B Share Provisions.

THE UNDERSIGNED hereby notifies Exchangeco that, subject to the Retraction Call Right referred to below, the undersigned desires to have Exchangeco redeem in accordance with Article 7 of the Class B Share Provisions:

- all share(s) represented by the Certificate; or

THE UNDERSIGNED hereby notifies Exchangeco that the Retraction Date shall be

NOTE: The Retraction Date must be a Business Day and must not be less than 5 Business Days nor more than 20 Business Days after the date upon which this notice is received by Exchangeco. If no such Business Day is specified above, the Retraction Date shall be deemed to be the 20th Business Day after the date on which this notice is received by Exchangeco.

THE UNDERSIGNED acknowledges the overriding Retraction Call Right of Parent to purchase all but not less than all the Retracted Shares from the undersigned and that this notice is and shall deemed to be a revocable offer by the undersigned to sell the Retracted Shares to Parent in accordance with the Retraction Call Right on the Retraction Date for the Retraction Call Purchase Price (as defined in the Exchange Rights Agreement) and on the other terms and conditions set out Article 5 of the Exchange Rights Agreement. This Retraction Request, and this offer to sell the Retracted Shares to Parent, may be revoked and withdrawn by the undersigned only by notice in writing given to Exchangeco at any time before the close of business on the Business Day immediately preceding the Retraction Date.

THE UNDERSIGNED acknowledges that if, as a result of solvency requirements or other provisions of applicable law, Exchangeco is unable to redeem all Retracted Shares, the undersigned will be deemed to have exercised the Class B Shareholders' Put Right (as defined in the Exchange Rights Agreement) so as to require Parent to purchase the unredeemed Retracted Shares.

#### THE UNDERSIGNED hereby represents and warrants to Exchangeco and its Affiliates that the undersigned:

 $\Box$  is; or  $\Box$  is not

# a Resident. The undersigned acknowledges that in the absence of an indication that the undersigned is a Resident, withholding may be made from amounts payable to the undersigned on the redemption or purchase of the Retracted Shares in accordance with applicable law and Section 13.3 of the Class B Share Provisions.

THE UNDERSIGNED hereby represents and warrants to Exchangeco, Parent and their Affiliates that the undersigned has good title to, and owns, the share(s) represented by the Certificate to be acquired by Exchangeco, Parent or any of their Affiliates, as the case may be, free and clear of all liens, hypothecs, claims and encumbrances.

(Date)		(Signature of Shareholder)	(Guarantee of Signature)
			purchase of the Retracted Shares are to be held for pick-up by the shareholder y check(s) will be delivered by courier to the last address of the shareholder as
NOTE:	The securities and any c respectively, the name of	check(s) resulting from the retraction or purchase of th	documents as Exchangeco may require, must be deposited with Exchangeco. ne Retracted Shares will be issued and registered in, and made payable to, ungeco and the securities and any check(s) resulting from such retraction or appearing immediately below is duly completed.
Date:			
	on in Whose Name Securities ed, Issued or Delivered (pleas		
Street Address	or P.O. Box:		
Signature of S	hareholder:		
City, Province	/State and Postal/Zip Code:		
Signature Gua	ranteed by:		
NOTE:		st is for less than all of the shares represented by the icate will be issued and registered in the name of the shar	Certificate, a certificate representing the remaining share(s) of Exchangeco eholder as it appears on the register of Exchangeco.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation, certifying that the facts herein stated are true, this September 13, 2021.

#### CSAC ACQUISITION NJ CORP.

By:	/s/ Jonathan Sandelman	
Name <sup>.</sup>	Ionathan Sandelman	

Its: President

[Amended and Restated Articles of Incorporation of CSAC Acquisition NJ Corp.]

Exhibit T3A-22

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



SECRETARY OF STATE

Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

### **Business Entity - Filing Acknowledgement**

06/28/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s):

W2021062801072-1420781 20211564418 Articles of Incorporation-For-Profit 6/28/2021 9:55:00 AM 2

#### **Indexed Entity Information:**

Entity ID: E15644192021-7

Entity Status: Active

Entity Name: CSAC Acquisition NV Corp. Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC.

8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegavske

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Commercial Recording Division 202 N. Carson Street

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# SECRETARY OF STATE



# **DOMESTIC CORPORATION (78) CHARTER**

I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that **CSAC Acquisition NV Corp.** did, on 06/28/2021, file in this office the original ARTICLES OF INCORPORATION-FOR-PROFIT that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.



Certificate Number: B202106281787162 You may verify this certificate online at <u>http://www.nvsos.gov</u> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 06/28/2021.

Barbara K. Cegerste

BARBARA K. CEGAVSKE Secretary of State

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

### **Business Entity - Filing Acknowledgement**

06/28/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021062801072-1420782 20211564442 Initial List 6/28/2021 9:55:00 AM 2

Indexed Entity Information:

Entity ID: E15644192021-7

Entity Status: Active

Entity Name: CSAC Acquisition NV Corp. Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Commercial Recording Division 202 N. Carson Street



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov www.nvsilverflume.gov

# Initial List and State Business License Application

CSAC Acquisition NV Corp.		
NAME OF ENTITY		
TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT	-	
IMPORTANT: Read instructions before completing and returning this form.	1	
Please indicate the entity type (check only one):		
X Corporation	Filed in the Office of	Business Number
This corporation is publicly traded, the Central Index Key number is:	Bachara K. Cegarste	E15644192021-7 Filing Number 20211564442
	Secretary of State	Filed On 6/28/2021 9:55:00 AM
Nonprofit Corporation (see nonprofit sections below)	State Of Nevada	Number of Pages 2
Limited-Liability Company		•
Limited Partnership		
Limited-Liability Partnership		
Limited-Liability Limited Partnership (If formed at the same time as the Limited Partnership)		
Business Trust		
Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or ECK ONLY IF APPLICABLE	oubscribers, may be listed of	h a supplemental page.
suant to NRS Chapter 76, this entity is exempt from the business license fee.		
J 001 - Governmental Entity		
006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number		
nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit design fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by obce	ation are required to maintain	a stata husinona lisana
the second state by clied	Ching box below.	a state business neerise,
Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the Exemption code 002		
nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associal nization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclu se. Please indicate below if this entity fails under one of these categories by marking the ap e categories please submit \$200.00 for the state business license.	tion or Religious, charitable, finded from the requirement to oppropriate box. If the entity do	raternal or other obtain a state business es not fall under either of
Unit-owners' Association Religious, charitable, fraternal or other organize	ation that qualifies as a tax-ex	empt organization
nonprofit entitles formed under NRS Chapter 82 and 80: Charitable Solicitation Informates the Organization intend to solicit charitable or tax deductible contributions?	ation - check applicable box	1
No - no additional form is required		
Yes - the "Charitable Solicitation Registration Statement" is required.		
The Organization claims exemption pursuant to NRS 82A.210 - the "Exemption From Charit required	able Solicitation Registration	Statement" is
** Failure to include the required statement form will result in rejection of	the filing and could result i	n late fees **
		Page 1 of 2 Revised: 1/1/2019



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov www.nvsilverflume.gov

## Initial List and State Business License Application - Continued

## Officers, Managers, Members, General Partners, Managing Partners or Trustees:

CORPORATION, INDICATE THE PRESIDENT, O	OR EQUIVALENT OF:	Title:	Preside	nt		
Jonathan Sandelman				US		
Name				Coun	trv	
590 Madison Ave., 26th Fl.	New York				NY	10022
Address	City			]	State	Zip/Postal Code
CORPORATION, INDICATE THE SECRETARY, (	OR EQUIVALENT OF:	Title:	Secreta	ry		
Jonathan Sandelman				US		
Name			]	Count	īv	
590 Madison Ave., 26th Fl.	New York		-		NY	10022
Address	City				- service and service of	Zip/Postal Code
CORPORATION, INDICATE THE TREASURER, O		Title:	Treasur	er		
Jonathan Sandelman				US		J
Name	and the second		l	Count	<b>n</b> /	
590 Madison Ave., 26th Fl.	New York			oound	NY	10000
Address	City				State	10022 Zip/Postal Code
CORPORATION, INDICATE THE DIRECTOR:	ony				State	Zip/Postal Code
Jonathan Sandelman			1	TTO		
Name				US		
590 Madison Ave., 26th Fl.	N			Countr		
Address	New York				NY	10022
	City				State	Zin/Postal Code

None of the officers or directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowlngly offer any false or forged instrument for filing in the Office of the Secretary of State.

х

Signature of Officer, Manager, Managing Member, General Partner, Managing Partner, Trustee, Member, Owner of Business, Partner or Authorized Signer FORM WILL BE RETURNED IF UNSIGNED.

Page 2 of 2 Revised: 1/1/2019

NV001 - 11/06/2019 Wolters Kluwer Online

# SECRETARY OF STATE



### NEVADA STATE BUSINESS LICENSE

CSAC Acquisition NV Corp.

### Nevada Business Identification # NV20212149029 Expiration Date: 06/30/2022

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202106281787189 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 06/28/2021.

Barbara K. Cegenste

BARBARA K. CEGAVSKE Secretary of State

### NEW YORK STATE DEPARTMENT OF STATE DIVISION OF CORPORATIONS, STATE RECORDS AND UNIFORM COMMERCIAL CODE FILING RECEIPT

ENTITY NAME :	CSAC ACQUISITION NY CORP.
DOCUMENT TYPE :	CERTIFICATE OF INCORPORATION
ENTITY TYPE :	DOMESTIC BUSINESS CORPORATION
	OF NEW
DOS ID :	7148985
FILE DATE :	10/02/2023
FILE NUMBER :	231003003371
TRANSACTION NUMBER :	202310020006174-2489816
EXISTENCE DATE :	10/02/2023
DURATION/DISSOLUTION :	PERPETUAL
COUNTY :	ERIE
	MENT OF
SERVICE OF PROCESS ADDRESS :	C/O CORPORATE CREATIONS NETWORK INC.
	600 MAMARONECK AVENUE #400,
ELECTRONIC SERVICE OF PROCESS	HARRISON, NY, 10528, USA
ELECTRONIC SERVICE OF PROCESS EMAIL ADDRESS :	N/A
EMAIL ADDRESS :	N/A
FILER :	HODGSON RUSS LLP
	DEBORAH E. KALSTEK, PARALEGAL, THE GUARANTY BLDG.,
	140 PEARL ST., STE. 100
	BUFFALO, NY, 14202, USA
SERVICE COMPANY :	SPI CORPORATE SOLUTIONS INC.
SERVICE COMPANY ACCOUNT :	MT

You may verify this document online at : AUTHENTICATION NUMBER :	<u>http://eco</u> 1000044	<u>orp.dos.ny.gov</u> 24396	
TOTAL FEES:	\$160.00	TOTAL PAYMENTS RECEIVED:	\$160.00
FILING FEE:	\$125.00	CASH:	\$0.00
CERTIFICATE OF STATUS:	\$0.00	CHECK/MONEY ORDER:	\$0.00
CERTIFIED COPY:	\$10.00	CREDIT CARD:	\$0.00
COPY REQUEST:	\$0.00	DRAWDOWN ACCOUNT:	\$160.00
EXPEDITED HANDLING:	\$25.00	REFUND DUE:	\$0.00

# STATE OF NEW YORK DEPARTMENT OF STATE

I hereby certify that the annexed copy for CSAC ACQUISITION NY CORP., File Number 231003003371 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 03, 2023.

Brandon C. Hughan

Brendan C. Hughes Executive Deputy Secretary of State

Authentication Number: 100004424397 To Verify the authenticity of this document you may access the Division of Corporation's Document Authentication Website at <u>http://ecorp.dos.ny.gov</u>

#### CERTIFICATE OF INCORPORATION

#### OF

#### CSAC ACQUISITION NY CORP.

#### Under Section 402 of the Business Corporation Law

I, the undersigned, being of the age of eighteen years or over, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of New York, do hereby certify:

FIRST: The name of the corporation is CSAC Acquisition NY Corp.

SECOND: The purpose or purposes for which it is formed are:

- To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that the corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.
- To purchase, receive, take by grant, lease, own, hold, improve, employ, pledge, mortgage or otherwise encumber, use or otherwise acquire and deal in and with real or personal property, or any interest therein, wherever situated.

THIRD: The office of the corporation is to be located in the County of Erie and State of New York.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is 5,000 common shares of the par value of \$.0001 per share.

**FIFTH:** The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him or her is c/o Corporate Creations Network Inc., 600 Mamaroneck Avenue #400, Harrison, NY 10528.

**SIXTH:** No director of the corporation shall be personally liable to the corporation or its shareholders for damages for any breach of duty in such capacity, except as otherwise provided by law.

088209.00000 Business 24387596v1

Filed with the NYS Department of State on 10/02/2023 Filing Number: 231003003371 DOS ID: 7148985 IN WITNESS WHEREOF, the undersigned has hereunto subscribed this Certificate and affirmed it as true under penalties of perjury this 28<sup>th</sup> day of September, 2023.

Deborah E. Kalstek, Sole Incorporator c/o Hodgson Russ LLP The Guaranty Building 140 Pearl Street, Ste. 100 Buffalo, NY 14202-4040

088209.00000 Business 24387596v1

Filed with the NYS Department of State on 10/02/2023 Filing Number: 231003003371 DOS ID: 7148985

- 2 -

### CERTIFICATE OF INCORPORATION

OF

### CSAC ACQUISITION NY CORP.

Under Section 402 of the Business Corporation Law

Filed by:

Hodgson Russ LLP Deborah E. Kalstek, Paralegal The Guaranty Bldg., 140 Pearl St., Ste. 100 Buffalo, NY 14202

DRAWDOWN MT

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088209.00000 Business 24387596v1

Filed with the NYS Department of State on 10/02/2023 Filing Number: 231003003371 DOS ID: 7148985



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708

Filed in the Office of	Business Number E9996672020-9	
Ballon R. Cegeste	Filing Number 20201123093	
Secretary of State	Filed On 12/28/2020 7:21:00 AM	
State Of Nevada	Number of Pages 33	

Ce	Profit Corporation: ertificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
	te to Accompany Restated Articles or Amended and
	Restated Articles (PURSUANT TO NRS 78.403)
	Officer's Statement (PURSUANT TO NRS 80.030)
	ARK INK ONLY - DO NOT HIGHLIGHT
. Entity information:	Name of entity as on file with the Nevada Secretary of State:
	CSAC Acquisition PA Corp.
	Entity or Nevada Business Identification Number (NVID): E9996672020-9
2. Restated or Amended and Restated Articles: Select one) If amending and	<ul> <li>Certificate to Accompany Restated Articles or Amended and Restated Articles</li> <li>Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:</li> <li>The certificate correctly sets forth the text of the articles or certificate as amended</li> </ul>
estating only, complete section 1,2 3, 5 and 6)	to the date of the certificate. Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
B. Type of Amendment Filing Being Completed: Select only one box) If amending, complete ection 1, 3, 5 and 6.)	<ul> <li>Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)         <ul> <li>The undersigned declare that they constitute at least two-thirds of the following:</li></ul></li></ul>
	<ul> <li>Officer's Statement (foreign qualified entities only) -         <ul> <li>Name in home state, if using a modified name in Nevada:</li> <li>Jurisdiction of formation:</li> <li>Jurisdiction of formation:</li> <li>Changes to takes the following effect:</li> <li>The entity name has been amended.</li> <li>Dissolution</li> <li>The purpose of the entity has been amended.</li> <li>Merger</li> <li>The authorized shares have been amended.</li> <li>Conversion</li> <li>Other: (specify changes)</li> </ul> </li> <li>* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations</li> </ul>



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

### **Profit Corporation:**

Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390) Certificate to Accompany Restated Articles or Amended and

Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional)	Date:	(must not be later)	Time:	the certificate is filed)		
	Observed to take		than 90 days after	the certificate is filed)		
5. Information Being Changed: (Domestic	Changes to takes the following effect:					
corporations only)	The entity name has been amended.					
	The registered agent has been changed. (attach Certificate of Acceptance from new					
	registered agent)					
	The purpose of the entity has been amended.					
	The authorized shares have been amended.					
	The directors, managers or general partners have been amended.					
	IRS tax language has been added.					
	Articles have been added.					
	X Other.					
			as follows: (prov	ide article numbers, if available)		
	Articles are	being amended and re	stated in their	r entirety. See attachment.		
		(attach additio	nal page(s) if nec	essary)		
6. Signature:	× Vat	10 m	Presiden	t		
(Required)	~ junt	~~~~~				
	Signature of (	Officer or Authorized Signer		Title		
	Signature of (	Officer or Authorized Signer		Title		
	Signature of C	Officer or Authorized Signer		Title		
	XSignature of	Officer or Authorized Signer	nge any preference	Title Title e or any relative or other right given to		
	X Signature of "If any proposed i any class or serie the affirmative vol of each class or s power thereof.	Officer or Authorized Signer amendment would alter or char is of outstanding shares, then the te otherwise required, of the ho series affected by the amendment	he amendment m olders of shares re ent regardless to li	Title e or any relative or other right given to ust be approved by the vote, in addition t presenting a majority of the voting power imitations or restrictions on the voting		
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	X Signature of "If any proposed i any class or serie the affirmative vol of each class or s power thereof.	Officer or Authorized Signer amendment would alter or char is of outstanding shares, then the te otherwise required, of the ho series affected by the amendme any required or optional in	he amendment m olders of shares re ent regardless to li nformation in s	Title e or any relative or other right given to ust be approved by the vote, in addition t presenting a majority of the voting power imitations or restrictions on the voting		

#### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CSAC ACQUISITION PA CORP.

CSAC Acquisition PA Corp. (the "Corporation"), a Nevada corporation, hereby amends and restates its Articles of Incorporation to embody in one document its original articles and the subsequent amendments thereto, pursuant to Sections 78.390 and 78.403 of the Nevada Revised Statutes (the "NRS").

These Amended and Restated Articles of Incorporation (these "Articles of Incorporation") were approved and adopted by the board of directors of the Corporation (the "Board of Directors") by written consent on December 22, 2020. Upon the recommendation of the Board, the sole shareholder of the Corporation, holding all of the voting power, approved and adopted these Articles of Incorporation by written consent on December 22, 2020. As a result, these Articles of Incorporation were authorized and adopted in accordance with the NRS.

These Articles of Incorporation correctly set forth the text of the Corporation's Articles of Incorporation as amended up to and by these Articles of Incorporation.

1.1 Name. The name of the Corporation is CSAC Acquisition PA Corp.

**1.2Registered Office and Registered Agent** . The Corporation may, from time to time, in the manner provided by law, change the registered agent and registered office within the State of Nevada. The Corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Nevada.

1.3 Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Nevada.

**1.4** Authorized Capital. The total number of all classes of stock which the Corporation shall have the authority to issue is 200,000,000 common shares, \$0.0001 par value, of which 175,000,000 shares are hereby designated Class A voting non-exchangeable common shares, \$0.0001 par value, and 25,000,000 shares are hereby designated Class B non-voting exchangeable common shares, \$0.0001 par value. Effective upon the filing of this Articles of Incorporation, as the same may be amended from time to time, each issued and outstanding share of Class A Voting Common Stock, \$.0001 par value, shall be reconstituted automatically and without any further action by the Corporation or any of the Corporation's stockholders into one share of Class A voting non-exchangeable common shares, \$0.0001 par value.

1.5 Bylaws. The Board of Directors is expressly authorized to adopt, amend or repeal bylaws of the Corporation (the 'Bylaws').

**1.6Limitation of Directors' Liability; Indemnification** . The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent permitted by law. The Corporation is authorized to indemnify (and advance expenses to) its directors and officers to the fullest extent permitted by law. Neither the amendment, modification or repeal of this Article nor the adoption of any provision in this certificate of incorporation inconsistent with this Article shall adversely affect any right or protection of a director or officer of the Corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

1.7 Elections of Directors. The Board of Directors shall be elected or appointed in such manner as shall be provided in the Bylaws, as amended from time to time. Except as otherwise fixed or provided for pursuant to the provisions of these Articles of Incorporation, including any certificate of designation relating to any series of preferred stock, the number of directors may be changed from time to time in the manner provided in the Bylaws.

**1.8Additional Terms** . Part I (Class B Share Provisions), Part II (Class A Share Provisions) and Part III (General) and Exhibit A (Retraction Request), attached hereto, form a part of these Articles of Incorporation for all purposes.

#### PART I

#### **CLASS B SHARE PROVISIONS**

The Class B Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### ARTICLE 1 INTERPRETATION

**1.1 Definitions**. In these share provisions, the following terms shall have the following meanings:

"Additional Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Affiliate" has the meaning ascribed thereto in the *Business Corporations Act* (British Columbia), as amended, but the holders of Class B Shares that are parties to the Exchange Rights Agreement shall not be deemed to be Affiliates of Parent or the Corporation.

"Board of Directors" means the Board of Directors of the Corporation.

"Business Day" means any day except Saturday, Sunday or any day on which banks are generally not open for business in the City of Toronto, Ontario or the City of New York, New York.

"Canadian Dollar Equivalent" means in respect of an amount expressed in US Dollars at any date, the product obtained by multiplying:

(a) the US Dollar amount by,

(b) the average US Dollar/Canadian Dollar daily exchange rate as published by the Bank of Canada for the period of five Business Days prior to the date of conversion.

"Cash Dividend Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Class A Shares" means the Class A voting non-exchangeable common shares in the capital of the Corporation and any other securities into which such shares may be changed.

"Class B Share Consideration" means, with respect to each Class B Share, for any acquisition, redemption or retraction of, or distribution of assets of the Corporation in respect of the Class B Share (any such event, "Exchange Event") the aggregate of the following:

(a) one Parent Subordinate Voting Share; plus

- (b) the sum of (i) unless corresponding equivalent dividends have already been declared and have been or will be paid on the Class B Share under Section 3.1(a) of this Part I from the Dividend Effective Date to the effective time of any such Exchange Event, the excess, if any, of (A) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Exchange Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Exchange Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent of all cash dividends or other cash distributions declared and paid by the Corporation on the Class B Share under Section 3.1(a) of this Part I from the Dividend Effective Date to the effective time of such Exchange Event, <u>plus</u> (ii) the amount of any cash dividends or other cash distributions on the Class B Share which have been declared but not yet paid as of the effective time of such Exchange Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable in U.S. dollars or the Canadian Dollar Equivalent by means of a check payable at any branch of the bankers of the payor (such sum, the "Cash Dividend Amount"); plus
- (c) the sum of (i) unless corresponding equivalent dividends have already been declared and have been or will be paid on the Class B Share under Section 3.1(c) of this Part I from the Dividend Effective Date to the effective time of any such Exchange Event, the excess, if any, of (A) the aggregate fair market value of all declared and paid non-cash dividends or other non-cash distributions by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Exchange Event, over (B) the aggregate fair market value of all non-cash dividends or other non-cash distributions declared and paid by the Corporation on the Class B Share under Section 3.1(c) of this Part I from the Dividend Effective time of such Exchange Event, plus (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class B Share under Section 3.1(c) of this Part I from the Dividend Effective Date to the effective time of such Exchange Event, plus (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class B Share which have been declared but not yet paid as of the effective time of such Exchange Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable by means of a check payable at any branch of the bankers of the payor in U.S. dollars or the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of non-cash having a fair market value equal to the amount of such sum (such sum, the "Non-Cash Dividend Amount");

provided that such consideration shall be paid less any amounts on account of tax properly withheld in accordance with Section 13.3. For greater certainty, in no event shall a holder of Class B Shares be entitled to receive or demand any consideration in connection with the acquisition, redemption, or retraction of, or distribution of the assets of the Corporation in respect of, any Class B Shares, other than the Class B Share Consideration payable in accordance with Article 5.

"Class B Shareholders' Put Right" means the right of the holders of Class B Shares to require Parent to purchase all or any part of the Class B Shares held by such holder of Class B Shares, as more particularly described in, and in accordance with, the Exchange Rights Agreement.

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"Class B Shares" mean the Class B non-voting exchangeable common shares in the capital of the Corporation, having the rights, privileges, restrictions and conditions set forth herein.

"Closing Date" has the meaning ascribed thereto in the Purchase Agreement.

"Code" means the Internal Revenue Code of 1986, as amended.

"Constating Documents" means the articles of incorporation and bylaws of the Corporation, as amended from time to time.

"Control Transaction" means any of the following:

- (a) any person or group of persons acting jointly or in concert (within the meaning of National Instrument 62-104 *Take-Over Bids and Special Transactions*) ("NI 62~104") acquires, directly or indirectly, control (as defined in NI 62-104) of Parent;
- (b) the shareholders of Parent shall have approved a merger, consolidation, recapitalization or reorganization of Parent, or, if shareholder approval is not sought or obtained, any such transaction shall have been consummated, in either case other than any such transaction which would result in at least 50% of the total voting power represented by the voting securities of the resulting entity outstanding immediately after such transaction being beneficially owned by holders of outstanding voting securities of Parent immediately prior to the transaction, with the voting power of each such continuing holder relative to such other continuing holders being not altered substantially in the transaction; or
- (c) the shareholders of Parent shall approve an agreement for the sale or disposition by Parent of all or substantially all of Parent's consolidated assets, except for the transfer of assets to a subsidiary of Parent;

"Corporation" means CSAC Acquisition PA Corp., a corporation organized under the laws of the State of Nevada and any successor corporation.

"Dividend Effective Date" means December 22, 2022.

"Exchange Rights Agreement" means the exchange rights agreement among Parent, the Corporation and the holders of the Class B Shares setting out the terms and conditions relating to the exchange of the Class B Shares for Parent Subordinate Voting Shares, as it may be amended from time to time.

"Foreign Currency Amount' has the meaning ascribed thereto in the definition of Canadian Dollar Equivalent.

"Governmental Entity" means (i) any multinational, federal, provincial, state, territorial, regional, municipal, local or other government, governmental or public department, central bank, court, tribunal, arbitral body, commission, board, bureau or agency, domestic or foreign, (ii) any subdivision, agent, commission, board, or authority of any of the foregoing, or (iii) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing.

"holder" means, when used with reference to the Class B Shares, the holders of Class B Shares shown from time to time in the register maintained by or on behalf of the Corporation in respect of the Class B Shares.

"Insolvency Event' means the institution by the Corporation of any proceeding to be adjudicated a bankrupt or insolvent or to be liquidated, dissolved or wound-up. or the consent of the Corporation to the institution of bankruptcy, insolvency, liquidation, dissolution or winding up proceedings against it, or the filing of a petition, answer or consent seeking liquidation, dissolution or winding up under any bankruptcy, insolvency or analogous laws in any jurisdiction, and the failure by the Corporation to contest in good faith any such proceedings instituted by any Person other than the Corporation commenced in respect of the Corporation within 30 days of becoming aware thereof, or the consent by the Corporation to the filing of any such petition or to the appointment of a receiver, or the making by the Corporation of a general assignment for the benefit of creditors, or the admission in writing by the Corporation of its inability to pay its debts generally as they become due, or the Corporation not being permitted, pursuant to solvency requirements of applicable law, to purchase any Retracted Shares pursuant to these share provisions.

"Liquidation Amount" has the meaning ascribed thereto in Section 6.1.

"Liquidation Call Right" means the overriding right of Parent, in the event of and notwithstanding the proposed liquidation, dissolution or winding-up of the Corporation pursuant to Article 6, to purchase from all, but not less than all, of the holders of Class B Shares (other than any holder of Class B Shares which is an Affiliate of Parent) on the Liquidation Date all, but not less than all, of the Class B Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

"Liquidation Date" has the meaning ascribed thereto in Section 6.1.

"Non-Cash Dividend Amount" has the meaning ascribed thereto in the definition of Class B Share Consideration.

"Parent" means AYR Strategies Inc., a corporation organized under the laws of the Province of British Columbia, and any successor corporation.

"Parent Distribution Declaration Date" means the date on which the Board of Directors of Parent declares any dividend or other distribution on the Parent Subordinate Voting Shares.

"Parent Subordinate Voting Shares" means the subordinate voting shares of Parent and shall include, upon implementation of the Amendment Resolution (as defined in Parent's management information circular prepared in connection with the shareholder meeting held on November 4, 2020 (the "MIC"), the Restricted Voting Shares (as defined in the MIC)), and any such other securities into which such shares may be converted or exchanged.

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"Person" includes any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate, corporation, unincorporated association or organization, Governmental Entity, syndicate or other entity, whether or not having legal status.

"Purchase Agreement" means the Membership Interest Purchase Agreement, dated November 20, 2020, by and among, *inter alia*, Parent, the Corporation, the Class B Shareholders and CannTech PA, LLC, a Delaware limited liability company, as amended or amended and restated from time to time.

"**Redemption Call Right**" means the overriding right of Parent, notwithstanding the proposed redemption of the Class B Shares by the Corporation pursuant to Article 8, to purchase from all but not less than all of the holders of Class B Shares (other than any holder of Class B Shares which is an Affiliate of Parent) on the Redemption Date all but not less than all of the Class B Shares held by each such holder, as more particularly described in the Exchange Rights Agreement.

"**Redemption Date**" means the date, if any, established by the Board of Directors in connection with the occurrence of a Redemption Event, for the redemption by the Corporation of all but not less than all of the outstanding Class B Shares pursuant to Article 8 in accordance with the terms hereof, *provided, however*, that the Redemption Date, if established, shall not be later than thirty (30) days after the occurrence of such Redemption Event (except in the case of a Redemption Event set forth in clause (d) of the definition thereof, in which case the Redemption Date shall occur not later than thirty (30) days after the Corporation's delivery of the Shareholder Redemption Notice, subject to Section 8.2).

"**Redemption Event**" means (a) the occurrence of a Control Transaction, (b) the occurrence of an Insolvency Event, (c) the day upon which U.S. tax legislation is amended and becomes effective such that all U.S. resident holders of Class B Shares may receive Parent Subordinate Voting Shares in exchange for their Class B Shares on a tax deferred basis for U.S. income tax purposes, or (d) it is the seventh anniversary of the Closing Date or any date thereafter.

"Redemption Notice" has the meaning ascribed thereto in Section 8.2.

"Redemption Price" has the meaning ascribed thereto in Section 8.1.

"Resident" means a Person who is a resident of the United States for purposes of the Code or, if a partnership, all of whose partners are Residents.

"Retracted Shares" has the meaning ascribed thereto in Section 7.1(a).

"Retraction Call Right" has the meaning ascribed thereto in Section 7.1(c).

"Retraction Date" has the meaning ascribed thereto in Section 7.1(b).

"Retraction Price" has the meaning ascribed thereto in Section 7.1.

"Shareholder Redemption Notice" has the meaning ascribed thereto in Section 8.2(b).

**1.2 Headings; Article and Section References** . The division of these share provisions into tidies, Sections and other portions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of these share provisions. Unless otherwise indicated, all references to an "Article" or "Section" followed by a tuber and/or a letter refer to the specified Article or Section of these share provisions. The terms "these share provisions", "hereof, "herein" and "hereunder" and similar expressions refer to these Class B Share provisions and not to any particular Article, Section other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

1.3 Number and Gender. Words importing the singular number only shall include the plural and vice versa. Words importing any gender shall include all genders.

**1.4 Business Days.** If any date on which any action is required to be taken under these share provisions is not a Business Day, such action shall be required to be taken on the next succeeding Business Day.

#### ARTICLE 2 RANKING OF CLASS B SHARES

2.1 Ranking. Except for the exchange features and related rights of the Class B Shares and the fact that the Class B Shares are non-voting, the Class B Shares shall rank pari passu with the Class A Shares.

#### ARTICLE 3 DIVIDENDS

**3.1 Dividends**. A holder of a Class B Share shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment of dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A holder of a Class B Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Class B Share equivalent to each dividend or other distribution declared on each Class A Share. Without limiting the foregoing, a holder of a Class B Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, on each Parent Distribution Declaration Date declare, a dividend or other distribution on each Class B Share:

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- (a) in the case of a cash dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Dividend Effective Date, in an aggregate amount in cash for each Class B Share as is equal in U.S. dollars, or the Canadian Dollar Equivalent thereof on the Parent Distribution Declaration Date, in each case, to the per share cash dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable and without duplication;
- (b) in the case of a stock dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Closing Date to be paid in Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), by the issue or transfer by the Corporation of such number of Class B Shares for each Class B Share as is economically equal to the number of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent Subordinate Voting Share, as applicable and without duplication unless in lieu of such stock dividend the Corporation elects to effect a corresponding and contemporaneous and economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) subdivision of the outstanding Class B Shares; or
- (c) in the case of a dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Dividend Effective Date to be paid in property other than cash or Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), in such type and amount of property for each Class B Share as is the same as or economically equivalent (as determined by the Board of Directors in accordance with Section 3.5) to the type and aggregate amount of property declared as a dividend or distribution on the Parent Subordinate Voting Shares, as applicable and without duplication.

Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Class B Shares pursuant to this Section 3.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law. For the avoidance of doubt, (i) this Section 3.1 shall be applied to ensure that holders of Class B Shares are treated in a manner economically equivalent to treatment of holders of Parent Subordinate Voting Shares (A) with respect to stock dividends and other distributions described in Section 3.1(b), from and after the Closing Date, and (B) with respect to dividends and other Person, and (ii) in no event shall any holder of a Class B Share be entitled to receive any dividend or distribution on such Class B Share pursuant to Sections 3.1(a) or 3.1(c) unless the applicable Parent Distribution Date falls on or after the Dividend Effective Date.

**3.2Payment of Dividends** . Checks of the Corporation payable at par at any branch of the bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Section 3.1(a) and the sending of such a check to each holder of a Class B Share, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the holder of Class B Shares shall be issued or transferred in respect of any stock dividends or distributions of Class B Shares contemplated by Section 3.1(b) and the sending of such a certificate to each holder of a Class B Share, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Class B Shares represented thereby. Such other type and amount of property in respect of any dividends or distribution or transfer thereof by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution or transfer thereof by the Corporation to each holder of a Class B Share shall be entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented thereby. No holder, has not been duly presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

**3.3Record and Payment Dates** . The record date for the determination of the holders of Class B Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Class B Shares under Section 3.1 shall be the same dates as the record date and payment date, respectively, for the corresponding dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable.

**3.4Inability to Pay Dividends** . If on any payment date for any dividends or distributions declared on the Class B Shares under Section 3.1, the dividends or distributions are not paid in full on all of the Class B Shares then outstanding, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property properly applicable to the payment of such dividend or distribution.

3.5Determination of Economic Equivalence . The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2, and shall provide the Class B Shareholders with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 3.1, 12.1 and 12.2. Notwithstanding anything to the contrary in these share provisions, within (10) Business Days following the delivery of the written determination of economic equivalence to the Class B Shareholders, the holders of at least a majority of the then outstanding Class B Shares (the "Majority Holders") may dispute such determination by written notice to the Board of Directors (the "Dispute Notice"). If the Dispute Notice is so given, the Majority Holders, on the one hand, and the Board of Directors, on the other hand, shall jointly select an appraiser which shall be an independent, nationally recognized firm of chartered professional accountants (the "Appraiser") who shall determine the economic equivalence; provided, however, that if the Majority Holders and the Board of Directors cannot agree upon a single appraiser, KPMG shall be the Appraiser for purposes of this Section 3.5. The Appraiser shall conduct such independent procedures and investigations as the Appraiser shall deem necessary in order to form an opinion as to the economic equivalence and shall give written notice within thirty (30) days of its appointment as Appraiser of its determination to the Majority Holders and the Board of Directors. Such determination shall be final and binding upon the Class B Shareholders and the Corporation, absent manifest error. The fees of the Appraiser shall be borne by the Majority Holders, on the one hand, and the Corporation, on the other hand, in such amount(s) as will be determined by the Appraiser based on the proportion that the aggregate dollar amount of disputed items submitted to the Appraiser that is unsuccessfully disputed by the Majority Holders, on the one hand, or the Corporation, on the other hand, as determined by the appraiser, bears to the total amount of such disputed items so referred to the Appraiser for resolution.

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#### ARTICLE 4 CERTAIN RESTRICTIONS

4.1 Certain Restrictions. So long as any of the Class B Shares are outstanding, the Corporation shall not at any time without, but may at any time with, the approval of the holders of Class B Shares given as specified in Section 11.2:

- (a) amend the Constating Documents; or
- (b) initiate the voluntary liquidation, dissolution or winding-up of the Corporation nor take any action or omit to take any action that is designed to result in the liquidation, dissolution or winding-up of the Corporation.

#### ARTICLE 5 PAYMENT OF THE CLASS B SHARE CONSIDERATION

5.1Payment of the Class B Share Consideration . For all purposes of these rights, privileges, restrictions and conditions attaching to the Class B Shares, payment of the Class B Share Consideration (including payment of the Additional Amount, if any) in respect of each Class B Share shall be made by causing to be issued or transferred to each holder of such Class B Share a Parent Subordinate Voting Share (which share shall be fully paid and shall be free and clear of any lien, claims or encumbrance) plus delivering a check of the Corporation in respect of the Additional Amount, if any, and in all cases, less any amounts on account of tax properly withheld in accordance with Section 13.3. In connection with such issuance or transfer of such Parent Subordinate Voting Share, such holder will, in Parent's discretion as to physical or electronic form, (i) receive, at the address of such holder recorded in register of shareholders of the Corporation physical share certificate representing such Parent Subordinate Voting Share, or (ii) have such Parent Subordinate Voting Share registered on an uncertificated basis in the direct registration stem maintained by Parent's transfer agent in the name of such holder of the Class B Share.

#### ARTICLE 6 DISTRIBUTION ON LIQUIDATION

6.1 Liquidation Rights. Subject to applicable law and the due exercise by Parent of its Liquidation Call Right, in the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, a holder of Class B Share shall be entitled to receive in respect of each Class B Share held by such holder on the effective date (the "Liquidation Date") of such liquidation, dissolution or winding-up, before any other distribution of any part of the assets of the Corporation, an amount per Class B Share equal to the Class B Share Consideration applicable on the last Business Day prior to the Liquidation Date (the "Liquidation Amount"), except that the Class A Shares will have equivalent rights with respect to any unpaid dividends and distributions as set forth in Article 4 of Part II of these share provisions.

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6.2Payment and Delivery of Liquidation Amount . On or promptly after the Liquidation Date, and subject to the exercise by Parent of the Liquidation Call Right, the Corporation shall cause to be delivered to the holders of the Class B Shares the Liquidation Amount for each such Class B Share upon presentation and surrender of the certificates representing such Class B Shares, a document (in the case of a holder who is a Resident) containing a representation and warranty that the holder is a Resident, together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares shall be made in accordance with the provisions of Article 5. On and after the Liquidation Date, the holders of the Class B Shares shall cease to be holders of such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect three of, other than the right to receive their proportionate part of the total Liquidation Amount, unless payment of the total Liquidation Amount for such Class B Shares shall not be made upon presentation and surrender of share certificates in accordance with the foregoing provisions, in which case the rights of the holders of the total Liquidation Amount for such Class B Shares shall not be made upon presentation and surrender of share certificates in accordance with the foregoing provisions, in which case the rights of the holders of the total Liquidation Amount has been paid in the manner hereinbefore provided. Upon delivery of Parent Subordinate Voting Shares, the holders of the Class B Shares shall thereafter be considered and deemed for all purposes to be holders of Parent Subordinate Voting Shares delivered to them or the custodian on their behalf.

**6.3Rights after Liquidation** . After the Corporation has satisfied its obligations to pay the holders of the Class B Shares the total Liquidation Amount, such holders shall not be entitled, in respect of the Class B Shares, to share in any further distribution of the assets of the Corporation.

#### ARTICLE 7 RETRACTION OF CLASS B SHARES BY HOLDER

7.1 Retraction Rights. A holder of Class B Shares shall be entitled, subject to applicable law and the exercise by Parent of the Retraction Call Right and otherwise upon compliance with the provisions of this Article 7, to require the Corporation to redeem all or any portion of the Class B Shares registered in the name of such holder for an amount per Class B Share equal to the Class B Share Consideration on the last Business Day prior to the Retraction Date (the "Retraction Price"). To effect such redemption, the holder shall present and surrender at the principal executive office of the Corporation the certificate or certificates representing the Class B Shares which the holder desires to have the

Corporation redeem, together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under applicable law and the Constating Documents and such additional documents and instruments as the Corporation may reasonably require, together with a duly executed statement (the "**Retraction Request**") in the form of <u>Exhibit A</u> or in such other form as may be acceptable to the Corporation:

(a) specifying that the holder desires to have all or a specified portion of the Class B Shares represented by such certificate or certificates (the **Retracted Shares**") redeemed by the Corporation;

- (b) stating the Business Day on which the holder desires to have the Corporation redeem the Retracted Shares (the "Retraction Date"), provided that the Retraction Date shall be not less than 10 Business Days nor more than 20 Business Days after the date on which the Retraction Request is received by the Corporation and further provided that, in the event that no such Business Day is specified by the holder in the Retraction Request, the Retraction Date shall be deemed to be the 20th Business Day after the date on which the Retraction Request is received by the Corporation;
- (c) acknowledging the overriding right (the "Retraction Call Right") of Parent, pursuant to the Exchange Rights Agreement, to purchase all but not less than all of the Retracted Shares directly from the holder and that the Retraction Request shall be deemed to be a revocable offer by the holder to sell the Retracted Shares to Parent in accordance with the Retraction Call Right on the terms and conditions set out in Article 5 of the Exchange Rights Agreement; and
- (d) in the case of a holder who is a Resident, representing and warranting that the holder is a Resident.

7.2 Purchase by the Corporation. Subject to the exercise by Parent of the Retraction Call Right, upon receipt by the Corporation in the manner specified in Section 7.1 of a certificate or certificates representing the number of Retracted Shares, together with a Retraction Request, and provided that the Retraction Request is not revoked by the holder in the manner specified in Section 7.6, the Corporation shall redeem the Retracted Shares effective at the close of business on the Retraction Date and shall cause to be delivered to such holder the Retraction Price. If only part of the Class B Shares represented by any certificate is redeemed (or purchased by Parent or any of its Affiliates pursuant to the Retraction Call Right), a new certificate for the balance of such Class B Shares to be retained by the holder of Class B Shares shall be issued to the holder by the Corporation.

**7.3Payment of Retraction Price** . The Corporation shall deliver the Retraction Price in accordance with the provisions of Article 5 and such delivery by the Corporation shall be deemed to be payment of and shall satisfy and discharge all liability for the total Retraction Price.

7.4 **Rights after Retraction**. On and after the close of business on the Retraction Date, the holder of the Retracted Shares shall cease to be a holder of such Retracted Shares and shall not be entitled to exercise any of the rights of a holder in respect thereof, other than the right to receive the Retraction Price per Class B Share, less any amounts on account of tax properly withheld accordance with applicable law and Section 13.3, unless upon presentation and surrender of certificates in accordance with the foregoing provisions, payment of the total Retraction Price payable to such holder shall not be made as provided in Section 7.3, in which case the rights of such holder shall remain unaffected until the total Retraction Price has been paid in the manner hereinbefore provided. On and after the close of business on the Retraction Date, provided that presentation and surrender of certificates and payment of the total Retraction Price has been made accordance with the foregoing provisions, the holder of the Retracted Shares so redeemed by the Corporation shall thereafter be considered and deemed for all purposes to be a holder of the Parent Subordinate Voting Shares delivered to such holder.

7.5 Limitation on Retraction Rights. Notwithstanding any other provision of this Article 7, the Corporation shall not be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent that such redemption of Retracted Shares would be contrary to solvency requirements or other provisions of applicable law. If the Corporation believes that on any Retraction Date it would not be permitted by any of such provisions to redeem the Retracted Shares tendered for redemption on such date, the Corporation shall only be obligated to redeem Retracted Shares specified by a holder in a Retraction Request to the extent of the maximum number that may be so redeemed (rounded down to the next whole number of shares) as would not be contrary to such provisions and shall notify the holder at least two Business Days prior to the Retraction Date as to the number of Retracted Shares which will not be redeemed by the Corporation. In any case in which the redemption by the Corporation of Retracted Shares would be contrary to solvency requirements or other provisions shall redeem Retracted Shares in accordance with Section 7.2 on a *pro rata* basis and shall issue to each holder of Retracted Shares a new certificate, at the expense of the Corporation, representing the Retracted Shares not redeemed by the Corporation pursuant to Section 7.2. Provided that the Retraction Request is not revoked by the holder in the manner specified in Section 7.6, the holder of any such Retracted Shares not redeemed by the Corporation pursuant to Section 7.2 as a result of solvency requirements or other provisions Retracted Shares to require Parent to purchase such Retracted Shares from such holder or the Retraction Date or as soon as practicable thereafter on payment by Parent to such holder of the Retraction Price for each such Retracted Share pursuant to the Exchange Rights Agreement.

7.6Withdrawal of Retraction Request . A holder of Retracted Shares may, by notice in writing given by the holder to the Corporation before the close of business on the Business Day immediately preceding the Retraction Date, withdraw its Retraction Request, in which event such Retraction Request shall be null and void and, for greater certainty, the revocable offer constituted by the Retraction Request to sell the Retracted Shares to Parent shall be deemed to have been revoked.

#### ARTICLE 8 REDEMPTION OF CLASS B SHARES BY THE CORPORATION

**8.1 Redemption Rights.** Subject to applicable law, and provided Parent has not exercised the Redemption Call Right or a Class B Shareholder has not exercised the Class B Shareholder's Put Right, upon the occurrence of a Redemption Event the Corporation shall have right to redeem all but not less than all of the then outstanding Class B Shares for an amount per Class B Share equal to the Class B Share Consideration on the last Business Day prior to the Redemption Date (the "**Redemption Price**").

8.2 Exercise of Redemption Rights. In the case of a proposed redemption by the Corporation of Class B Shares under this Article 8, the Corporation shall,

(a) at least 15 days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), notify Parent in writing (the "Redemption Notice") of the intention of the Corporation to redeem the Class B Shares; and

(b) at least 10 days before the Redemption Date (other than a Redemption Date established in connection with a Control Transaction), send or cause to be sent to Parent and each holder of Class B Shares a notice in writing (the "Shareholder Redemption Notice") of the redemption by the Corporation of the Class B Shares held by such holder.

In the case of a Redemption Date established in connection with a Control Transaction, the Redemption Notice and the Shareholder Redemption Notice will be sent on or before the Redemption Date, on as many days prior written notice as may be determined by the Board of Directors to be reasonably practicable in the circumstances (provided that at least ten Business Days' notice is given). In any such case, such notice shall set out the Redemption Date.

**8.3Payment and Delivery of Redemption Price** . On the Redemption Date and subject to the exercise by Parent of the Redemption Call Right or the exercise of the Class B Shareholders' Put Right, the Corporation shall cause to be delivered to the holders of the Class B Shares to be redeemed the Class B Share Consideration representing the full Redemption Price for each such Class B Share, upon presentation and surrender at the principal executive office of the Corporation of the certificates representing such Class B Shares, together with such other documents and instruments as may be reasonably required to effect a transfer of Class B Shares under the applicable law and the Constating Documents and (in the case of a holder who is a Resident) a representation and warranty by such holder of Class B Shares to be redeemed that such holder is a Resident. Payment of the total Redemption Price for such Class B Shares shall be made in accordance with the provisions of Article 5. On and after the Redemption Date, the holders of the Class B Shares called for redemption shall cease to be holders of such Class B Shares and shall not be entitled to exercise any of the rights of holders in respect thereof, other than the right to receive their proportionate part of the total Redemption Price, less any amounts on account of tax properly withheld in accordance with applicable law and Section 13.3, unless payment of the total Redemption Price delivered to a holder for such Class B Shares shall not be made upon presentation and surrender of share certificates in accordance with the foregoing provisions, in which case the rights of the class B Shares shall not be made upon presentation and surrender of share be holders of the Parent Subordinate Voting Shares delivered to them.

#### ARTICLE 9 PURCHASE FOR CANCELLATION

9.1 Purchase for Cancellation. Subject to applicable law and at the option of the holder of Class B Shares, the Corporation may at any time and from time to time purchase for cancellation all or any part of the Class B Shares by private contract with any holder of Class B Shares at any price agreed to between the Corporation and such holder of Class B Shares.

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#### ARTICLE 10 VOTING RIGHTS

10.1 Voting Rights. Except as required by applicable law and by Article 11 and 12, the holders of the Class B Shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting.

#### ARTICLE 11 AMENDMENT AND APPROVAL

11.1 Holder Approval. The rights, privileges, restrictions and conditions attaching to the Class B Shares and the Class A Shares may be added to, changed or removed but only with approval of the holders of the Class B Shares given as hereinafter specified.

**11.2 Approval Process**. Any approval given by the holders of the Class B Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class B Shares or the Class A Shares or any other matter requiring the approval or consent of the holders of the Class B Shares (except as set forth in Section 3.5) shall be deemed to have been sufficiently given if it shall have been given in accordance with applicable law subject to a minimum requirement that such approval be evidenced by resolution passed by not less than two-thirds of the votes cast on such resolution at a meeting of holders of Class B Shares duly called and held at which the holders of at least 50% of the outstanding Class B Shares at that time are presented by proxy. If at any such meeting the holders of at least 50% of the outstanding Class B Shares at that time are presented by proxy. If at any such meeting, then the meeting shall be adjourned to such date not less than five days thereafter and to such time and place as may be designated by the Chairman of such meeting. At such adjourned meeting the holders of Class B Shares or Class B Shares or class B Shares the affirmative vote of not less than two-thirds of the votes cast on such resolution at such meeting shall constitute the approval or consent of the holders of the Class B Shares at that time are not present or represented by the Chairman of such meeting. At such adjourned meeting the holders of Class B Shares present or represented by proxy thereat shall form a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than two-thirds of the votes cast on such resolution at such meeting shall constitute the approval or consent of the holders of the Class B Shares.

#### ARTICLE 12 RECIPROCAL CHANGES, ETC. IN RESPECT OF PARENT SUBORDINATE VOTING SHARES

**12.1** Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan, in the event that Parent, without the prior approval of the Corporation and the prior approval of the Class B Shares given in accordance with Section 11.2,

- (a) issues or distributes Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to the holders of the then outstanding Parent Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than:
  - (i) an issue of Parent Subordinate Voting Shares pursuant to a distribution to which Section 3.1(b) applies, or

(ii) an issue of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to holders of Parent Subordinate Voting Shares who exercise an option to receive dividends of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) in lieu of receiving cash dividends, provided that the holders of Class B Shares shall receive the same option to either receive such cash dividends pursuant to Section 3.1(a) or receive dividends of Parent Subordinate Voting Shares) or have their Class B Shares adjusted pursuant to Section 3.1(b);

- (b) issues or distributes rights, options or warrants to the holders of the then outstanding Parent Subordinate Voting Shares entitling them to subscribe for or to purchase Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding Parent Subordinate Voting Shares (other than an issuance or distribution pursuant to which Section 3.1(c) applies, or would have applied if such issuance or distribution were made after the Dividend Effective Date):
  - (i) shares or securities of Parent of any class other than Parent Subordinate Voting Shares;
  - (ii) rights, options or warrants other than those referred to in Section 12.1(b);
  - (iii) evidences of indebtedness of Parent; or
  - (iv) assets of Parent,

the Corporation will provide at least five Business Days prior notice to the holders of Class B Shares and will ensure that the economic equivalent on a per share basis of such Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares), rights, options, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Class B Shares, all as applicable and without duplication. For the avoidance of doubt, no stock, securities or other assets shall be issued or distributed to the holders of Class B Shares under this Section 12.1 unless an equivalent amount is issued or distributed to the holders of Class A Shares under Section 5.1 of Part II.

12.2In the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class B Shares given in accordance with Section 11.2,

(a) subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;

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- (b) reduces, combines, consolidates or changes the then outstanding Parent Subordinate Voting Shares into a lesser number of Parent Subordinate Voting Shares; or
- (c) reclassifies or otherwise changes the Parent Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the Parent Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent change as effected in respect of the Parent Subordinate Voting Shares shall simultaneously be made to, or in, the rights of the holders of the Class B Shares such that the economic equivalency of the Parent Subordinate Voting Shares and the Class B Shares is maintained (determined without regard to differences in rights to dividends under Sections 3.1(a) and 3.1(c) of this Part I). Notwithstanding any other provision in these share provisions, this Article 12 shall not be changed without the approval of the holders of the Class B Shares given in accordance with Section 11.2.

#### ARTICLE 13

#### LEGEND, WITHHOLDING RIGHTS; SPECIFIED AMOUNT

13.1 Legend. The certificates evidencing the Class B Shares shall contain or have affixed thereto a legend in form and on terms approved by the Board of Directors with respect to the provisions of the Exchange Rights Agreement.

**13.2** Acknowledgement. Each holder of a Class B Share, whether of record or beneficial, by virtue of becoming and being such a holder, shall be deemed to acknowledge each of the Liquidation Call Right, the Retraction Call Right and the Redemption Call Right, in each case, in favor of Parent, and the overriding nature thereof in connection with the liquidation, dissolution or winding-up of the Corporation, or the retraction or redemption of Class B Shares, as the case may be, and to be bound thereby in favor of Parent as therein provided.

Withholding Rights. Each of the Corporation, Parent and their Affiliates shall be entitled to deduct and withhold from any dividend or other amount otherwise payable 13.3 to any holder of Class B Shares such amounts as the Corporation, Parent or such Affiliate is required or permitted (to the extent that absent such permitted withholding, the payor would be liable for, or for amounts on account of, taxes, interest and/or penalties in connection with the payment) to deduct or withhold with respect to such payment under the Income Tax Act (Canada) (including without limitation Section 116 and Part XIII thereof), the Code or any provision of provincial, state, local or foreign tax law, in each case, as amended. To the extent that amounts are so withheld, such withheld amounts shall be treated for all purposes hereof as having been paid to the holder of the Class B Shares in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted when done to the appropriate taxing authority and reasonable documentation respecting such payment is provided to the holder of the Class B Shares. To the extent that the amount so required or permitted to be deducted or withheld from any payment to a holder exceeds the cash portion of the consideration otherwise payable to the holder, subject to right of the holder of Class B Shares as provided for below to provide such additional cash as is necessary to satisfy the tax obligations set out above, the Corporation, Parent and their Affiliates are hereby authorized to sell or otherwise dispose of such portion of the non-cash consideration as is necessary to provide sufficient funds to the Corporation, Parent or such of their Affiliates, as the case may be, to enable it to comply with such deduction withholding requirement and the Corporation, Parent or such of their Affiliates shall notify the holder thereof and remit to the holder any portion of the net proceeds of such sale not required or permitted to be deducted or withheld. All payments to be made hereunder shall be made without interest. Notwithstanding anything to the contrary herein and if commercially reasonable, prior to selling any non-cash consideration to satisfy tax obligations as provided for above, the Corporation, Parent or its Affiliates, as applicable, shall notify the Class B Shareholder that it shall be making the deductions or withholdings noted above and the Class B Shareholder shall have the option to provide cash to the Corporation, Parent or its Affiliates, as applicable, in amount equal to the amounts to be withheld or deducted within three Business Days of delivery of the notice, in which case the Corporation, Parent or its Affiliates, as applicable, shall not sell any non-cash consideration until such three (3) Business Day period had passed.

#### ARTICLE 14 NOTICES

**14.1**Any notice, request or other communication to be given to the Corporation by a holder of Class B Shares shall be in writing and shall be valid and effective if given by mail (postage prepaid) or by facsimile or by delivery to the principal executive office of the Corporation and addressed to the attention of the President of the Corporation. Any such notice, request or other communication, if given by mail, facsimile or delivery, shall only be deemed to have been given and received (i) on the date of personal delivery, (ii) on the date of confirmed facsimile transmission, (iii) on the Business Day after it is deposited for delivery with a nationally recognized commercial overnight delivery

service, or (iv) on the third (3rd) Business Day after deposit in the national certified or prepaid mail.

**14.2** Any presentation and surrender by a holder of Class B Shares to the Corporation of certificates representing Class B Shares in connection with the liquidation, dissolution or winding-up of the Corporation or the retraction or redemption of Class B Shares shall be made by registered mail (postage prepaid) or by delivery to the principal executive office of the Corporation addressed to the attention of the President of the Corporation. Any such presentation and surrender of certificates shall only be deemed to have been made and to be effective upon actual receipt thereof by the Corporation. Any such presentation and surrender of certificates made by registered mail shall be at the sole risk of the holder mailing the same.

**14.3**Any notice, request or other communication to be given to a holder of Class B Shares by or on behalf of the Corporation shall be in writing and shall be valid and effective if given by delivery to the address of the holder recorded in the register of shareholders of the Corporation or in the event of the address of any such holder not being so recorded, then at the last known address of such holder. Any such notice, request or other communication, shall be deemed to have been given and received on (i) the date of personal delivery, (ii) on the date of confirmed facsimile transmission, (iii) on the Business Day after it is deposited for delivery with a nationally recognized commercial overnight delivery service, or (iv) on the third (3<sup>rd</sup>) Business Day after deposit in the national certified or prepaid mail. Accidental failure or omission to give any notice, request or other communication to one or more holders of Class B Shares shall not invalidate or otherwise alter or affect any action or proceeding to be taken by the Corporation pursuant thereto except where such failure or omission has a material prejudicial effect in respect of the rights of that holder of the Class B Shares.

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#### PART II

#### **CLASS A SHARE PROVISIONS**

The Class A Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### ARTICLE 1 INTERPRETATION

1.1The defined terms and other provisions in Article 1 of Part I of these share provisions shall also apply to this Part II. References to Sections made in this Part II are to Sections in this Part II, unless otherwise indicated.

#### ARTICLE 2 DIVIDENDS

2.1A holder of a Class A Share shall be entitled to receive dividends if, as and when declared by the Board of Directors out of the assets of the Corporation properly available for the payment dividends of such amounts and payable in such manner as the Board of Directors may from time to time determine. A holder of a Class A Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, declare a dividend or other distribution on each Class A Share equivalent to each dividend or other distribution declared on each Class B Share. Without limiting the foregoing, a holder of a Class A Share shall be entitled to receive, and the Board of Directors shall, subject to applicable law, on each Parent Distribution Declaration Date declare, a dividend or other distribution on each Class A Share:

- (a) in the case of a cash dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Dividend Effective Date, in an aggregate amount in cash for each Class A Share as is equal in U.S. dollars, or the Canadian Dollar Equivalent thereof on the Parent Distribution Declaration Date, in each case, to the per share cash dividend or distribution declared on the Parent Subordinate Voting Shares, as applicable and without duplication;
- (b) in the case of a stock dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Closing Date to be paid in Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), by the payment by the Corporation of cash in an amount that is economically equivalent (as determined by the Board of Directors) to the number of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent Subordinate Voting Shares, as applicable and without duplication; or
- (c) in the case of a dividend or distribution declared on the Parent Subordinate Voting Shares from and after the Dividend Effective Date to be paid in property other than cash or Parent Subordinate Voting Shares (or other equity securities of Parent, or securities convertible for or exchangeable into equity securities of Parent), in such type and amount of property for each Class A Share as is the same as or economically equivalent (as determined by the Board of Directors in accordance with Section 2.5) to the type and aggregate amount of property declared as a dividend or distribution on the Parent Subordinate Voting Shares, as applicable and without duplication.

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Such dividends or distributions shall be paid out of money, assets or property of the Corporation properly applicable to the payment of dividends, or out of authorized but unissued shares of the Corporation, as applicable. Any dividend which should have been declared or paid on the Class A Shares pursuant to this Section 2.1 but was not so declared or paid due to the provisions of applicable law shall be declared and paid by the Corporation as soon as payment of such dividend is permitted by such law. For the avoidance of doubt, (i) this Section 2.1 shall be applied to ensure that holders of Class A Shares are treated in a manner economically equivalent to the treatment of holders of Parent Subordinate Voting Shares (A) with respect to stock dividends and other distributions described in Sections 2.1(a) and 2.1(c), from and after the Dividend Effective Date, and (ii) in no event shall any holder of a Class A Share be entitled to receive any dividend or distribution on such Class A Share pursuant to Sections 2.1(a) or 2.1(c) unless the applicable Parent Distribution Declaration Date falls on or after the Dividend Effective Date.

2.2Payment of Dividends . Checks of the Corporation payable at par at any branch of the bankers of the Corporation shall be issued in respect of any cash dividends or distributions contemplated by Section 2.1(a) and the sending of such a check to each holder of a Class A Share, and receipt by that holder of such check, shall satisfy the payment of the cash dividend or distribution represented thereby unless the check is not paid on presentation. Certificates registered in the name of the holder of Class A Shares shall be issued or transferred in respect of any stock dividends or distributions of Class B Shares contemplated by Section 2.1(b) and the sending of such a certificate to each holder of a Class A Share, and the receipt by that holder of such certificate, shall satisfy the stock dividend or distribution of Class B Shares presented thereby. Such other type and amount of property in respect of any dividends or distributions contemplated by Section 2.1(a) shall be paid, issued, distributed or transferred by the Corporation in such manner as it shall reasonably determine and the payment, issuance, distribution or transfer thereof by the Corporation to each holder of a Class A Share shall be entitled to recover by action or other legal process against the Corporation any dividend or distribution that is represented by a check that, if received by such holder, has not been duly presented to the Corporation's bankers for payment or that otherwise remains unclaimed for a period of two years from the date on which such dividend or distribution was paid.

2.3Record and Payment Dates . The record date for the determination of the holders of Class A Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Class A Shares under Section 2.1 shall be the same dates as the record and payment date, respectively, for the corresponding dividend or distribution declared on the Class B Shares, as applicable.

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2.4Inability to Pay Dividends . If on any payment date for any dividends or distributions declared on the Class A Shares under Section 2.1, the dividends or distributions are not paid in full on all of the Class A Shares then outstanding, any such dividends or distributions that remain unpaid shall be paid on the first subsequent date or dates determined by the Board of Directors on which the Corporation shall have sufficient moneys, assets or other property properly applicable to the payment of such dividend or distribution.

**2.5Determination of Economic Equivalence** . The Board of Directors shall determine, in good faith and acting reasonably (with the assistance of such reputable and qualified independent financial advisors and/or other experts as the Board of Directors may require), economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2, and shall provide the Class A Shareholders with a copy of a written determination of economic equivalence and the underlying calculations supporting such determination and the final version of any written report provided by such financial advisors and/or other experts supporting such determination, if requested. For greater certainty, the Board of Directors shall not be under any obligation to procure any such assistance in support of their determination of economic equivalence for the purposes of Sections 2.1, 5.1 and 5.2.

#### ARTICLE 3 VOTING RIGHTS

3.1The holders of the Class A Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class A Share held at such meetings, except a meeting of holders of a particular class or series shares other than the Class A Shares who are entitled to vote separately as a class or series at such meeting.

#### ARTICLE 4 LIQUIDATION, DISSOLUTION OR WINDING-UP

**4.1** In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary, the holders of the Class A Shares shall, subject to the rights of the holders of the Class B Shares under Section 6.1 of Part 1 of these share provisions in respect of any such distribution on liquidation, dissolution or winding-up of the Corporation or other distribution of its property or assets among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary or involuntary (any such event, "Liquidation Event"), be entitled to receive the remaining property and assets of the Corporation, except that the holders of Class A Shares shall first be entitled to receive, on a pari passu basis with respect to that portion of the Liquidation Amount payable to the holders of Class B Shares under subsections (b) and (c) of the definition of Class B Share Consideration, the following amounts:

(a) the sum of (i) unless corresponding equivalent dividends have already been declared and have been or will be paid on the Class A Share under Section 2.1(a) of this Part II from the Dividend Effective Date to the effective time of any such Liquidation Event, the excess, if any, of (A) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Liquidation Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Liquidation Event, over (B) the aggregate amount of all cash dividends or other cash distributions declared and paid by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Liquidation Event; plus (ii) the amount of all cash dividends or other cash distributions on the Class A Share which have been declared but not yet paid as of the effective time of such Liquidation Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable in U.S. dollars or the Canadian Dollar Equivalent by means of a check payable at any branch of the bankers of the payor; plus

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(b) the sum of (i) unless corresponding equivalent dividends have already been declared and have been or will be paid on the Class A Share under Section 2.1(c) of this Part II from the Dividend Effective Date to the effective time of any such Liquidation Event, the excess, if any, of (A) the aggregate fair market value of all declared and paid non-cash dividends or other non-cash distributions by Parent on a Parent Subordinate Voting Share from the Dividend Effective Date to the effective time of such Liquidation Event, over (B) the aggregate fair market value of all non-cash dividends or other non-cash distributions declared and paid by the Corporation on the Class A Share under Section 2.1(c) of this Part II from the Dividend Effective time of such Liquidation Event, <u>plus</u> (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class A Share under Section 2.1(c) of this Part II from the Dividend Effective time of such Liquidation Event, <u>plus</u> (ii) the aggregate fair market value of any non-cash dividends or other non-cash distributions on the Class A Share which have been declared but not yet paid as of the effective time of such Liquidation Event (determined without duplication of amounts taken into account under clause (i), above), such sum payable by means of a check payable at any branch of the bankers of the payor in U.S. dollars or the Canadian Dollar Equivalent or, at the option of the Board of Directors, payable by the delivery of non-cash having a fair market value equal to the amount of such sum.

The rights of holders of Class A Shares under this Section 4.1 to receive unpaid dividends and distributions shall rank pari passu with the rights of the holders of Class B Shares to receive unpaid dividends and distributions (as provided for in subsections (b) and (c) of the definition of Class B Share Consideration) under Section 6.1 of Part I of these share provisions.

#### ARTICLE 5 RECIPROCAL CHANGES, ETC. IN RESPECT OF PARENT SUBORDINATE VOTING SHARES

5.1Except for the issuance of employee incentive stock-based compensation in accordance with the terms of any employee stock option plan, in the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class A Shares,

(a) issues or distributes Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to the holders of the then outstanding Parent Subordinate Voting Shares, as applicable and without duplication, by way of stock dividend or other distribution, other than: (i) an issue of Parent Subordinate Voting Shares pursuant to a distribution to which Section 2.1(b) applies, or

(ii) an issue of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) to holders of Parent Subordinate Voting Shares who exercise an option to receive dividends of Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares) in lieu of receiving cash dividends, provided that the holders of Class A Shares shall receive the same option to either receive such cash dividends pursuant to Section 2.1(a) or receive dividends of Parent Subordinate Voting Shares) or have their Class A Shares adjusted pursuant to Section 2.1(b);

- (b) issues or distributes rights, options or warrants to the holders of the then outstanding Parent Subordinate Voting Shares entitling them to subscribe for or to purchase Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares, all as applicable and without duplication); or
- (c) issues or distributes to the holders of the then outstanding Parent Subordinate Voting Shares (other than an issuance or distribution pursuant to which Section 2.1(c) applies, or would have applied if such issuance or distribution were made after the Dividend Effective Date):
  - (i) shares or securities of Parent of any class other than Parent Subordinate Voting Shares;
  - (ii) rights, options or warrants other than those referred to in Section 5.1(b);
  - (iii) evidences of indebtedness of Parent; or
  - (iv) assets of Parent,

the Corporation will provide at least five Business Days prior notice to the holders of Class A Shares and will ensure that the economic equivalent on a per share basis of such Parent Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire Parent Subordinate Voting Shares), rights, options, securities, shares, evidences of indebtedness or other assets is issued or distributed simultaneously to holders of the Class A Shares, all as applicable and without duplication. For the avoidance of doubt, no stock, securities or other assets shall be issued or distributed to the holders of Class A Shares under this Section 5.1 unless an equivalent amount is issued or distributed to the holders of Class B Shares under Section 12.1 of Part I.

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- 5.2 In the event that Parent, without the prior approval of the Corporation and the prior approval of the holders of the Class A Shares,
  - (a) subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;
  - (b) reduces, combines, consolidates or changes the then outstanding Parent Subordinate Voting Shares into a lesser number of Parent Subordinate Voting Shares; or
  - (c) reclassifies or otherwise changes the Parent Subordinate Voting Shares or effects an amalgamation, merger, reorganization or other similar transaction affecting the Parent Subordinate Voting Shares,

the Corporation will ensure that the same or an economically equivalent change as effected in respect of the Parent Subordinate Voting Shares shall simultaneously be made to, or in, the rights the holders of the Class A Shares such that the economic equivalency of the Parent Subordinate Voting Shares and the Class A Shares is maintained (determined without regard to differences in rights to dividends under Sections 2.1(a) and 2.1(c) of this Part II). For the avoidance of doubt, no such change shall be made under this Section 5.2 unless an equivalent change is made under Section 12.2 of Part I. Notwithstanding any other provision in these share provisions, this Article 5 shall not be changed without the approval of the holders of the Class B Shares given in accordance with Section 11.2 of Part I.

#### PART III

#### **GENERAL**

Notwithstanding any provisions in these Articles of Incorporation or the Exchange Rights Agreement to the contrary, no shareholder shall receive duplicate rights and privileges upon the occurrence of the same event. For example, if a cash dividend is declared on the Parent Subordinate Voting Shares, then the holders of Class B Shares shall receive a comparable cash dividend under Section 3.1 of Part I. They shall not receive a second cash dividend under Section 3.1 of Part I because a cash dividend was also triggered on the Class A Shares under Section 2.1 of Part II arising from the same cash dividend declared on the Parent Subordinate Voting Shares. This prohibition on duplication applies to both the Class B Shares and Class A Shares and with respect to all dividends, distributions, rights offerings, stock splits, consolidations, recapitalization, reorganizations and any other right or privilege applicable to them.

#### EXHIBIT A

#### **RETRACTION REQUEST**

#### To: CSAC Acquisition PA Corp. ("Exchangeco")

THIS NOTICE is given pursuant to Article 7 of the provisions (the "Class B Share Provisions") attaching to the Class B Shares of Exchangeco represented by the certificate attached hereto (the "Certificate") and all capitalized words and expressions used in this notice that are defined in the Class B Share Provisions have the meanings ascribed to such words and expressions in such Class B Share Provisions.

THE UNDERSIGNED hereby notifies Exchangeco that, subject to the Retraction Call Right referred to below, the undersigned desires to have Exchangeco redeem in accordance with Article 7 of the Class B Share Provisions:

- □ all share(s) represented by the Certificate; or

THE UNDERSIGNED hereby notifies Exchangeco that the Retraction Date shall be\_\_\_\_\_

NOTE: The Retraction Date must be a Business Day and must not be less than 5 Business Days nor more than 20 Business Days after the date upon which this notice is received by Exchangeco. If no such Business Day is specified above, the Retraction Date shall be deemed to be the 20th Business Day after the date on which this notice is received by Exchangeco.

THE UNDERSIGNED acknowledges the overriding Retraction Call Right of Parent to purchase all but not less than all the Retracted Shares from the undersigned and that this notice is and shall deemed to be a revocable offer by the undersigned to sell the Retracted Shares to Parent in accordance with the Retraction Call Right on the Retraction Date for the Retraction Call Purchase Price (as defined in the Exchange Rights Agreement) and on the other terms and conditions set out Article 5 of the Exchange Rights Agreement. This Retraction Request, and this offer to sell the Retracted Shares to Parent, may be revoked and withdrawn by the undersigned only by notice in writing given to Exchangeco at any time before the close of business on the Business Day immediately preceding the Retraction Date.

THE UNDERSIGNED acknowledges that if, as a result of solvency requirements or other provisions of applicable law, Exchangeco is unable to redeem all Retracted Shares, the undersigned will be deemed to have exercised the Class B Shareholders' Put Right (as defined in the Exchange Rights Agreement) so as to require Parent to purchase the unredeemed Retracted Shares.

THE UNDERSIGNED hereby represents and warrants to Exchangeco and its Affiliates that the undersigned:

 $\Box$  is; or  $\Box$  is not

a Resident. The undersigned acknowledges that in the absence of an indication that the undersigned is a Resident, withholding may be made from amounts payable to the undersigned on the redemption or purchase of the Retracted Shares in accordance with applicable law and Section 13.3 of the Class B Share Provisions.

THE UNDERSIGNED hereby represents and warrants to Exchangeco, Parent and their Affiliates that the undersigned has good title to, and owns, the share(s) represented by the Certificate to be acquired by Exchangeco, Parent or any of their Affiliates, as the case may be, free and clear of all liens, hypothecs, claims and encumbrances.

(Date)	(Signature of Shareholder)	(Guarantee of Signature)
	Please check box if the securities and any check(s) resulting from the retraction or purchase of the at the principal executive office of Exchangeco, failing which the securities and any check(s) will it appears on the register.	
NOTE:	This panel must be completed and the Certificate, together with such additional documents as I The securities and any check(s) resulting from the retraction or purchase of the Retracted S respectively, the name of the shareholder as it appears on the register of Exchangeco and the purchase will be delivered to such shareholder as indicated above, unless the form appearing imm	hares will be issued and registered in, and made payable to, securities and any check(s) resulting from such retraction or
Date:		
	in Whose Name Securities or Check(s) Issued or Delivered (please print):	
Street Address o	r P.O. Box:	
Signature of Sha	reholder:	
City, Province/S	tate and Postal/Zip Code:	
Signature Guara	nteed by:	
NOTE:	If this Retraction Request is for less than all of the shares represented by the Certificate, a crepresented by this Certificate will be issued and registered in the name of the shareholder as it approach.	

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation, certifying that the facts herein stated are true, this December 22, 2020

#### CSAC ACQUISITION PA CORP.

By: /s/ Jonathan Sandelman

Name: Jonathan Sandelman

Its: President

[Amended and Restated Articles of Incorporation of CSAC Acquisition PA Corp.]



# SECRETARY OF STATE



## **DOMESTIC CORPORATION (78) CHARTER**

I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that **CSAC Acquisition PA II Corp.** did, on 09/02/2021, file in this office the original ARTICLES OF INCORPORATION-FOR-PROFIT that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.



Certificate Number: B202109021964551 You may verify this certificate online at <u>http://www.nvsos.gov</u> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 09/02/2021.

Barbara K. Cegenste

BARBARA K. CEGAVSKE Secretary of State

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

09/02/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s):

W2021090201578-1562417 20211725874 Articles of Incorporation-For-Profit 9/2/2021 8:23:00 AM 2

**Indexed Entity Information:** 

Entity ID: E17258752021-9

Entity Name: CSAC Acquisition PA II Corp.

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

**Commercial Recording Division** 202 N. Carson Street

Sec 202 Car	RBARA K. CEGAVSKE cretary of State 2 North Carson Street rson City, Nevada 89701-4201 5) 684-5708	Boulions_K.( Secretary of State State Of Nevada	0 20211 Filed 9/2/2	g Number 1725874 On 021 8:23:00 AM ber of Pages
State of the second	bsite: www.nvsos.gov www.nvsilverflume.gov	ABO	E SPACE IS FO	R OFFICE USE ONLY
X NRS 78 - Articles of Inco	Formation - Profit	aign Corporation	89 - Articles o essional Corpor	
	D 78A Formation - Clos	e Corporation		
	(Name of Close Corporation MUST app	bear in the below heading)		
Articles of Formation	of	a close	corporation	n (NRS 78A)
YPE OR PRINT - USE DARK IN	CONLY - DO NOT HIGHLIGHT			
1. Name of Entity: (If foreign, name in home jurisdiction)	CSAC Acquisition PA II Corp.			
2. Registered Agent for Service of Process: (Check only one box)	Commercial Registered Agent Agent:(name only below) Agent Corporate Creations Network Inc. Name of Registered Agent <b>OR</b> Title of Office or P	oncommercial Registered t (name and address below)	☐ (title and	osition with Entity address below)
	Street Address	City	Nevada	Zip Code
	11		Nevada	
	Mailing Address (if different from street address)	City		Zip Code
2a. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Ag unable to sign the Articles of Incorporation, suit X	bmit a separate signed Registere as Nichols, Special Secreta	ed Agent Acce	ptance form. /2/2021
B. Governing Board: NRS 78A, close corporation nly, check one box; if yes, omplete article 4 below)	This corporation is a close corporation operation	ng with a board of directors	]Yes <u>OR</u> [	] No
I. Names and Addresses of the	1) Jonathan Sandelman		US	1
Board of Directors/	Name		Country	
Frustees or Stockholders	2601 South Bayshore Drive, Suite 900	Miami	FL	33133
NRS 78: Board of Directors/	Street Address	City	State	Zip/Postal Code
rustees is required. IRS 78a: Required if the Close	2) Name	1	Country	
Corporation is governed by a coard of directors.	Name	The second second	Country	
IRS 89: Required to have the Driginal stockholders and	Street Address	City	State	Zip/Postal Code
lirectors, A certificate from the egulatory board must be	3)			
ubmitted showing that each ndividual is licensed at the time of filing. See instructions)	Name	11	Country	
	Street Address	City	State	Zip/Postal Code
5. Jurisdiction of Incorporation: (NRS	5a. Jurisdiction of incorporation:	5b. I declare this e	entity is in good diction of its ind	

Car (775	retary of State North Carson Street son City, Nevada 89701-4201 5) 684-5708 seite: www.nvsos.gov www.nvsilverflume.gov	Formation - Profit Corporation Continued, Page 2	
6. Benefit Corporation: (For NRS 78, NRS 78A, and NRS 89, optional. See instructions.)	By selecting "Yes" you are indi benefit corporation pursuant to general or specific public bene created must be disclosed in th	o NRS Chapter 78B with a pu fit. The purpose for which the	rpose of creating a
7. Purpose/Profession to be practiced: (Required for NRS 80, NRS 89 and any entity selecting Benefit Corporation. See Instructions.)			
8. Authorized	Number of Authorized shares with Pa	r value: 75,000	Par value: \$ 0.00010
Shares: (Number of shares	Number of Common shares with Par v	value:	Par value: \$
corporation is authorized to issue)	Number of Preferred shares with Par	r value:	Par value: \$
	Number of shares with no par value:		
	If more than one class or series of stock	k is authorized, please attach the inform	nation on an additional sheet of paper.
Signature of: Officer making the statement or Authorized Signer for NRS 80. Name, Address and Signature of the Incorporator for NRS 78, 78A, and 89. NRS 89 - Each Organizer/ Incorporator must be a licensed professional.	herein is correct and acknowl	ledge that pursuant to NRS 23 orged instrument for filing in th	rjury, that the information contai 39.330, it is a category C felony he Office of the Secretary of Sta US Country NY 12207 State Zip/Postal Co (attach additional page if necess
	LIST OF OFFICER Please include any required o (attach addition		



Exhibit T3A-26

Jane Nelson Secretary of State

Office of the Secretary of State

April 04, 2023

RE: CSAC Acquisition TX Corp. File Number: 805002734

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created domestic for-profit corporation.

Unless exempted, the entity formed is subject to state tax laws, including franchise tax laws. Shortly, the Comptroller of Public Accounts will be contacting the entity at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the entity. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <a href="https://window.state.tx.us/taxinfo/franchise/index.html">https://window.state.tx.us/taxinfo/franchise/index.html</a>.

The entity formed does not file annual reports with the Secretary of State. Documents will be filed with the Secretary of State if the entity needs to amend one of the provisions in its certificate of formation. It is important for the entity to continuously maintain a registered agent and office in Texas. Failure to maintain an agent or office or file a change to the information in Texas may result in the involuntary termination of the entity.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section Business & Public Filings Division (512) 463-5555

Enclosure

Phone: (512) 463-5555 Prepared by: Annie Cooper Come visit us on the internet at https://www.sos.texas.gov/ Fax: (512) 463-5709 TID: 10285

Dial: 7-1-1 for Relay Services Document: 1233345090002

Corporations Section P.O.Box 13697 Austin, Texas 78711-3697



Office of the Secretary of State

CERTIFICATE OF FILING OF

CSAC Acquisition TX Corp. File Number: 805002734

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic For-Profit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 03/29/2023

Effective: 03/29/2023

Jane Nelson Secretary of State



/s/ Jane Nelson Jane Nelson Secretary of State

Phone: (512) 463-5555 Prepared by: Annie Cooper Come visit us on the internet at https://www.sos.texas.gov/ Fax: (512) 463-5709 TID: 10306

Dial: 7-1-1 for Relay Services Document: 1233345090002

Form 201 (Revised 12/21)		This space reserved for office use.	
Submit in duplicate to: Sccretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555	Certificate of Formation For-Profit Corporation		2
Filing Fee: \$300	v		
	Article 1 - Entity Name and	1 Туре	

The filing entity being formed is a for-profit corporation. The name of the entity is:

CSAC Acquisition TX Corp.

The name must contain the word "corporation," "company," "incorporated," "limited" or an abbreviation of one of these terms.

#### Article 2 - Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

Corporate Creations Network Inc.

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix
C. The business address of th	e registered agent an	d the registered office address is:	
5444 Westheimer #1000,	Houston	тх	77056
stri in comentation in cooo,			

The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

Director 1					
Jonathan		Sandelman	and a start		
First Name	M.I.	Last Name			Suffix
2601 South Bayshore Dr., Ste. 900	Miami		FL	33133	USA
Street or Mailing Address	City		State	Zip Code	Country

1

Form 201

Director 2					
Charlie		Miles			
First Name	M.L	Last Name	2		Suffix
2601 South Bayshore Dr., Ste. 900	Miami		FL	33133	USA
Street or Mailing Address	City		State	Zip Code	Country
Director 3	1. 1.				- <u>1</u>
Paul		Fisher			
First Name	M.L.	Last Name	5		Suffix
2601 South Bayshore Dr., Ste. 900	Miami		FL	33133	USA
Street or Mailing Address	City		State	Zin Code	Countr

#### Article 4 - Authorized Shares

(Provide the number of shares in the space below, then select option A or option B, do not select both.)

The total number of shares the corporation is authorized to issue is: 5,000

 $\overrightarrow{Q}$  A. The par value of each of the authorized shares is:  $\frac{$.0001}{}$ 

B. The shares shall have no par value.

If the shares are to be divided into classes, you must set forth the designation of each class, the number of shares of each class, the par value (or statement of no par value), and the preferences, limitations, and relative rights of each class in the space provided for supplemental information on this form.

#### Article 5 - Purpose

The purpose for which the corporation is formed is for the transaction of any and all lawful business for which a for-profit corporation may be organized under the Texas Business Organizations Code.

#### **Initial Mailing Address**

(Provide the mailing address to which state franchise tax correspondence should be sent.)

2601 S. Bayshore Dr., Ste. 900	Miami	FL	33133	USA
Mailing Address	City	State	Zip Code	Country

Supplemental Provisions/Information

Text Area: [The attached addendum, if	f any, is incorporated	herein by reference	e.]	 -
e				
Form 201		2		 

#### Organizer

The name and address of the organizer:

Deborah E. Kalstek, c/o Hodgson Russ LLP

Name			
140 Pearl St., Ste. 100	Buffalo	NY	14202
Street or Mailing Address	City	State	Zip Code
5 M 2 M			

Effectiveness of Filing (Select either A, B, or C.)

A. 🚺 This document becomes effective when the document is filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is:

C. [] This document takes effect upon the occurrence of a future event or fact, other than the

passage of time. The 90<sup>th</sup> day after the date of signing is:

The following event or fact will cause the document to take effect in the manner described below:

#### Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned also affirms that, to the best knowledge of the undersigned, the name provided as the name of the filing entity does not falsely imply an affiliation with a governmental entity. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 03/29/23

S Kaltt

Deborah E. Kalstek Printed or typed name of organizer

3

STATE OF NEVADA

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



#### OFFICE OF THE SECRETARY OF STATE

202 N. Carson Street Carson City, NV 89701-4201 Telephone (775) 684-5708 Fax (775) 684-7138

> Job:C20180912-0281 September 12, 2018

**Commercial Recordings Division** 

DEBORAH ELIZABETH KALSTEK HODGSON RUSS LLP The Guaranty Bldg. 140 Pearl St., Ste. 100 Buffalo, NY 14202

Special Handling Instructions:

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Articles of Incorporation	20180401481-09	9/12/2018 8:47:20 AM	1	\$75.00	\$75.00
Initial List	20180401482-10	9/12/2018 8:47:22 AM	1	\$150.00	\$150.00
Business License 9/2018- 9/2019	20180401482-10	9/12/2018 8:47:22 AM	1	\$500.00	\$500.00
Total					\$725.00

#### Payments

уре	Description	Amount
redit	267502 5367672385026724003086	\$725.00
otal		\$725.00

Credit Balance: \$0.00

#### Job Contents:

Corp Charter	1
File Stamped Copies	2
Business License	1

DEBORAH ELIZABETH KALSTEK HODGSON RUSS LLP The Guaranty Bldg. 140 Pearl St., Ste. 100 Buffalo, NY 14202





USE BLACK INK ONLY - DO NOT HIGHLIGHT

BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

# Articles of Incorporation (PURSUANT TO NRS CHAPTER 78)

Filed in the office of	Document Number
Ballock Lyeste	20180401481-09
Barbara K. Cegavske	Filing Date and Time
Secretary of State	09/12/2018 8:47 AM
State of Nevada	Entity Number E0428382018-4

(This document was filed electronically.) ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	CSAC HOLDINGS INC.							
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: CORPORATE C Name Noncommercial Registered Agent (name and address below)	П°	WORK INC. ffice or Position (name and addre		ity			
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity							
				Nevada	a			
	Street Address	City		-	Zip Code			
				Nevada	a			
	Mailing Address (if different from street address)	City			Zip Code			
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value: <b>75000</b> per sha	ue re: \$ 0.00010	Number of shares without par value:		0			
4. Names and Addresses of the Board of	1) CHARLIE MILES Name 590 MADISON AVE., 26TH FL.	NEW YORK		NY	10022			
Directors/Trustees: (each Director/Trustee	Street Address	City		State	Zip Code			
must be a natural person at least 18 years of age; attach additional page if	2) KAMALDEEP THINDALL Name							
more than two	590 MADISON AVE., 26TH FL.	NEW YORK		NY	10022			
directors/trustees)	Street Address	City		State	Zip Code			
5. Purpose: (optional; required only if Benefit Corporation status selected)	The purpose of the corporation shall be: ANY LEGAL PURPOSE		6. Benefit C (see instructions)		ion: Yes			
7. Name, Address and Signature of	I declare, to the best of my knowledge under penalty of perjur that pursuant to NRS 239.330, it is a category C felony to know the Secretary of State.	wingly offer any fals	se or forged instru					
Incorporator: (attach additional page if more	DEBORAH KALSTEK-SEE ATTACHED	X DEBORAH						
than one incorporator)	Name	Incorporator Si	ignature	1				
	HODGSON RUSS LLP, 140 PEARL ST., ST Address	BUFFAL0 City		State	14202 Zip Code			
8. Certificate of Acceptance of Appointment of	I hereby accept appointment as Registered Ag		ove named En					
Registered Agent:	X CORPORATE CREATIONS NETWORK INC.			9/12/2	2018			
	Authorized Signature of Registered Agent or On Beha	If of Registered A		Date	State NRS 78 Articles			

This form must be accompanied by appropriate fees.

Nevada Secretary of S Revised: 1-5-15

### Articles of Incorporation

CONTINUED

Includes data that is too long to fit in the fields on the NRS 78 Form and all additional director/trustees and incorporators

ENTITY NAME:	CSAC HOLDINGS INC.
FOREIGN NAME	NOTAPPLICABLE
TRANSLATION:	
PURPOSE:	ANY LEGAL PURPOSE
REGISTERED AGENT	CORPORATE CREATIONS NETWORK INC.
NAME:	
STREET ADDRESS:	NOTAPPLICABLE
MAILING ADDRESS:	NOTAPPLICABLE
ADDITIONAL DIRECT	ORS/TRUSTEES
JONATHAN SANDELM	IAN
590 MADISON AVE., 26	TH FL.
NEW YORK, NY 10022	
MARK SMITH	
590 MADISON AVE., 26	ITH FL.
NEW YORK, NY 10022	
ADDITIONAL INCORP	ORATORS

ADDITIONAL INCORPORATORS DEBORAH KALSTEK HODGSON RUSS LLP, 140 PEARL ST., STE. 100 BUFFALO, NY 14202

PAGE 2

## SECRETARY OF STATE



## **CORPORATE CHARTER**

I, Barbara K. Cegavske, the duly elected and qualified Nevada Secretary of State, do hereby certify that **CSAC HOLDINGS INC.**, did on September 12, 2018, file in this office the original Articles of Incorporation; that said Articles of Incorporation is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



Certified By: Electronic Filing Certificate Number: C20180912-0281 IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 12, 2018.

C

Bailina K. Cegevste

Barbara K. Cegavske Secretary of State

B-C Incl OIL

#### (PROFIT) INITIAL/ANNUAL LIST OF OFFICERS, DIRECTORS AND STATE BUSINESS

LICENSE A	APPLI	ICATI	ON	OF
-----------	-------	-------	----	----

CSAC HOLDINGS INC.						E0428382018-4
IAME OF CORPORATION						
	SEP, 2018	TO SEP, 201	19			
		0 001,201	.,			0103*
SE BLACK INK ONLY - DO NOT HIGHL						
YOU MAY FILE THIS FORM				Filed in the office of		
Return one file stamped copy stamped copy will be sent to reg		mpanied by order instru	uctions, file	Barbara K. Cegavske	10111 PD	0401482-10 te and Time
MPORTANT: Read instructions before	ore completing and r	eturning this form.		Secretary of State	09/12	/2018 8:47 A
Print or type names and addresses, eith President, Secretary, Treasurer, or equivalent one director. An <b>Officer</b> must sign	valent of and all Directo	ors must be named. There	e must be at	State of Nevada	Entity Nu E042	mber 8382018-4
If there are additional officers, attach a li	ist of them to this form.					
. Return the completed form with the filing authorized stock as explained in the Anr penalty must be added for failure to file t 90 days before its due date shall be dee	nual List Fee Schedule this form by the deadlin	For Profit Corporations. A e. An annual list received	\$75.00			as filed electronically.
. State business license fee is \$500.00/\$2 form by deadline.	200.00 for Professional	Corporations filed pursuar	nt to NRS Chapter 8	89. Effective 2/1/2010, \$100.0	0 must be a	added for failure to file
. Make your check payable to the Secreta	ary of State.					
Ordering Copies: If requested above, A copy fee of \$2.00 per page is require accompany your order.						
. Return the completed form to: Secretary	y of State, 202 North C	arson Street, Carson City,	Nevada 89701-420	01, (775) 684-5708.		
Form must be in the possession of the S received after due date will be returned to						
CHECK ONLY IF APPLICABLE AN	D ENTER EXEMPT	ION CODE IN BOX BE	ELOW			
Pursuant to NRS Chapter 76, this	s ontity is exempt fro	m the husiness license	-			
I disuant to who onapter 70, this	a chilly is exempt no	in the business license	e fee. Exemption	coue.		
NOTE: If claiming an exemption, a	a notarized Declara	tion of Eligibility form	n must be attach	hed. Failure to 001	- Governi	mental Entity
NOTE: If claiming an exemption, a attach the Declaration of Eligibility	a notarized Declara y form will result in	tion of Eligibility form rejection, which coul	n must be attach Id result in late f	hed. Failure to 001	- Governi	mental Entity
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NOTE: If claiming an exemption, a attach the Declaration of Eligibility This corporation is a publicly trad This publicly traded corporation is NAME	a notarized Declara y form will result in led corporation. The	tion of Eligibility form rejection, which coul Central Index Key num	n must be attach Id result in late f nber is: number. TITLE(S)	hed. Failure to 001	- Governi - NRS 68	mental Entity
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NOTE: If claiming an exemption, a attach the Declaration of Eligibility This corporation is a publicly trad This publicly traded corporation is NAME JONATHAN SANDELMAN ADDRESS	a notarized Declara y form will result in led corporation. The s not required to hav	tion of Eligibility form rejection, which coul Central Index Key num	n must be attact Id result in late f nber is: number. TITLE(S) PRES	IDENT (OR EQUIVALEN	- Governi - NRS 68 T OF) STATE	0B.020 Insurance Co
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NOTE: If claiming an exemption, a attach the Declaration of Eligibility This corporation is a publicly trade This publicly traded corporation is NAME JONATHAN SANDELMAN ADDRESS 590 MADISON AVE., 26TH F NAME	a notarized Declara y form will result in led corporation. The s not required to hav	tion of Eligibility form rejection, which coul Central Index Key num	n must be attact Id result in late f nber is: number. TITLE(S) PRES CITY NEW YORK TITLE(S)	IDENT (OR EQUIVALEN	- Governi - NRS 68 T OF) STATE NY	mental Entity 0B.020 Insurance Co ZIP CODE
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\_ PRESIDENT 9/12/2018 8:47:21 AM Signature of Officer or Other Authorized Signature

Nevada Secretary of State List Profit Form: 100103 Revised: 7-1-17

## (PROFIT) INITIAL/ANNUAL LIST OF OFFICERS AND DIRECTORS OF: CSAC HOLDINGS INC.

ENTITY NUMBER E0428382018-4

NAME KAMALDEEP THINDALL	TITLE(S) DIRECTOR		
ADDRESS	CITY	CTATE	710 0005
590 MADISON AVE., 26TH FL.	NEW YORK	NY	ZIP CODE 10022
NAME JONATHAN SANDELMAN	TITLE(S) DIRECTOR		
ADDRESS 590 MADISON AVE., 26TH FL.	CITY NEW YORK	STATE	ZIP CODE 10022
NAME MARK SMITH	TITLE(S) DIRECTOR		
ADDRESS 590 MADISON AVE., 26TH FL.	CITY NEW YORK	STATE	ZIP CODE 10022
NAME	TITLE(S)		
ADDRESS	CITY	STATE	ZIP CODE
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Nevada Secretary of State List Profit AP Revised: 3-28-14

# SECRETARY OF STATE



## **NEVADA STATE BUSINESS LICENSE**

## CSAC HOLDINGS INC.

Nevada Business Identification # NV20181654484

### Expiration Date: September 30, 2019

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 12, 2018

Barbara K. Cegarste

Barbara K. Cegavske Secretary of State

You may verify this license at www.nvsos.gov under the Nevada Business Search.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which by law <u>cannot</u> be waived.

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5708 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

10/18/2021

#### **Business Entity - Filing Acknowledgement**

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s):

W2021101400490-1649934 20211830053 Amendment After Issuance of Stock 9/20/2021 10:08:00 AM 5

Indexed Entity Information:

Entity ID: E0428382018-4

Entity Status: Active

Entity Name: CSAC HOLDINGS INC. Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Commercial Recording Division 202 N. Carson Street



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Filed in the Office of	Business Number E0428382018-4
Bachara K. Cegarst	Filing Number 20211830053
Secretary of State State Of Nevada	Filed On 9/20/2021 10:08:00 AM
State Of Nevada	Number of Pages

## **Profit Corporation:**

### Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390) Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403) Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

Holdings Inc.         Nevada Business Identification Number (NVID):       NV20181654484         ficate to Accompany Restated Articles or Amended and Restated Articles         Restated Articles - No amendments; articles are restated only and are signed by a officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:         The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.         Amended and Restated Articles         d or Amended and Restated Articles must be included with this filing type.         ficate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before ance of Stock)
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ficate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before
The undersigned declare that they constitute at least two-thirds of the
following: (Check only one box) incorporators board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued
ificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 90 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 100%
cer's Statement (foreign qualified entities only) - ame in home state, if using a modified name in Nevada:
hanges to takes the following effect:         The entity name has been amended.         The purpose of the entity has been amended.         The authorized shares have been amended.         Other: (specify changes)
s Statement must be submitted with either a certified copy of or a certificate evidencing the filing cument, amendatory or otherwise, relating to the original articles in the place of the corporations



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

## Profit Corporation:

### Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390) Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional)	Date:		] Time:			
	(must not be later than 90 days after the certificate is filed)					
5. Information Being Changed: (Domestic	Changes to takes the following effect:					
corporations only)	The entity name has been amended.					
,,	□ The registered agent has been changed. (attach Certificate of Acceptance from new					
	registered agent)					
	The purpose of the entity has been amended.					
	<ul> <li>The authorized shares have been amended.</li> <li>The directors, managers or general partners have been amended.</li> </ul>					
	□ IRS tax language has been added.					
	Articles have been added.					
	Articles have been deleted.					
	□ Other.					
	The articles have been amended as follows: (provide article numbers, if available) Article 3. Authorized Stock.					
	(attach additional page(s) if necessary)					
6. Signature: (Required)	x	the flere	Jonathan	Sandelman, Presiden	it	
	Signature of	Officer or Authorized Signer		Title		
	x					
	Signature of	Officer or Authorized Signer		Title		
*If any proposed amendment would alter or change any preference or any relative or other right gi						
	any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting					
	power thereof.					
	Please include	any required or optional info (attach additional page(s) if neo		bace below:		
corporation from 75	,000 common	en amended to increase shares, \$.00010 par valu 00,000 shares shall be Co	e to 150.00	0.000 common shares	5.	
("Common Stock") a	and 50,000,00	0 shares shall be Preferre d Stock ("Series A Prefer	d shares. §	5.00010 par value, des	ignated	
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#### CERTIFICATE OF AMENDMENT

OF

#### CSAC HOLDINGS INC.

#### - continued-

#### Article 3. Authorized Stock.

(a) <u>Series A Preferred Stock</u>. The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock are as follows:

(i) Dividend Rights. From and after the date of issuance of any share of Series A Preferred Stock, cumulative dividends on such share of Series A Preferred Stock shall accrue, whether or not declared by the Board of Directors and whether or not there are funds legally available for the payment of dividends, on a daily basis in arrears at the rate of 12.5% per annum on the sum of the Liquidation Value thereof plus all unpaid accrued and accumulated dividends thereon. All accrued dividends on any share of Series A Preferred Stock shall be paid in cash only when, as and if declared by the Board of Directors out of funds legally available therefor or upon a liquidation or redemption of the Series A Preferred Stock in accordance with the provisions of Section (a)(iii) of this Article 3; provided, that to the extent not paid on the last day of March, June, September and December of each calendar year (each such date, a "Dividend Payment Date"), all accrued dividends on any share shall accumulate and compound on the applicable Dividend Payment Date whether or not declared by the Board of Directors and shall remain accumulated, compounding dividends until paid pursuant hereto. All accrued and accumulated dividends on the Series A Preferred Stock shall be prior and in preference to any dividend on any Common Stock and shall be fully declared and paid before any dividends are declared and paid, or any other distributions or redemptions are made, on any Common Stock.

"Liquidation Value" means, with respect to any share of Series A Preferred Stock on any given date, the original subscription price of such share (as adjusted for any stock splits, stock dividends, recapitalizations, or similar transaction with respect to the Series A Preferred Stock).

(ii) <u>No Redemption Rights</u>. The holders of the Series A Preferred Stock will not have the right to demand redemption of such shares.

(iii) Liquidation.

(A) In the event of any liquidation, dissolution or winding up of the corporation, either voluntary or involuntary, the holders of Series A Preferred Stock will be entitled to receive, prior and in preference to any distribution of any of the assets of the corporation to the holders of Common Stock, an amount per share equal to the sum of \$1.00 for each outstanding share of Series A Preferred Stock, plus an amount per share equal to all declared but unpaid dividends (if any) on such share (subject to adjustment of such fixed dollar

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amounts for any stock splits or stock dividends). If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, the entire assets and funds of the corporation legally available for distribution will be distributed ratably among the holders of the Series A Preferred Stock in proportion to the amount of such stock owned by each such holder.

(B) Upon the completion of the distribution required by subsection (A) of this Section (iii), the remaining assets of the corporation available for distribution to stockholders will be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock held by each.

(C) For purposes of this Section (iii), a liquidation, dissolution or winding up of the corporation will be deemed to include: (1) any merger or consolidation of the corporation into or with another entity (except one in which the holders of the capital stock of the corporation immediately prior to such merger or consolidation continue to hold at least a majority of the voting power of the capital stock of the surviving entity); (2) any sale of all, or substantially all, of the assets of the corporation; or (3) the sale or transfer by the corporation or the stockholders of the corporation of the outstanding shares of the corporation immediately prior to such sale or transfer continue to hold at least a voting power after such sale or transfer).

#### (iv) Voting Rights.

(A) The holder of each share of Series A Preferred Stock will have the right to one vote per share, and with respect to such vote, such holder will have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and will be entitled to notice of any stockholders' meeting in accordance with the by-laws of the corporation (the "<u>By-laws</u>"), and will be entitled to vote, together with holders of Common Stock as a single class, with respect to any question upon which holders of Common Stock have the right to vote.

(B) Until no shares of Series A Preferred Stock issued by the Corporation remain outstanding, the Corporation will not without first obtaining the approval (by vote or written consent, as provided by applicable law) of both the Board of Directors and the holders of at least a majority of the then outstanding shares of Series A Preferred Stock voting as a separate class, issue, or obligate itself to issue, any other equity security (including any other security convertible into or exercisable for any such equity security) having a preference over the Series A Preferred Stock with respect to liquidation.

(v) <u>No Conversion Rights</u>. No share of Series A Preferred Stock will be convertible into shares of any other class or classes or series of any class or classes of capital stock of the corporation.

(vi) <u>Status of Series A Preferred Stock</u>. Except to the extent provided in Sections (b)(ii) and (b)(iii) of this Article FOUR, the Series A Preferred Stock will have no preference or other rights senior to the Common Stock.

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(b) <u>Common Stock</u>. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as follows:

(i) <u>Voting Rights</u>. The holder of each share of Common Stock will have the right to one vote per share, and with respect to such vote, such holder will have full voting rights and powers equal to the voting rights and powers of the holders of Series A Preferred Stock, and will be entitled to notice of any stockholders' meeting in accordance with the Bylaws, and will be entitled to vote upon such matters and in such manner as may be provided by law.

(ii) <u>Dividend Rights</u>. The holders of the Common Stock will be entitled to receive, when and as declared by the Board of Directors in its discretion, out of any assets of the corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors in its discretion, without regard to any dividends declared or paid to the holders of the Series A Preferred Stock.

(iii) <u>Liquidation</u>. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation will be distributed as provided in Article FOUR, Section (b)(iii) above.

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# SECRETARY OF STATE



### NEVADA STATE BUSINESS LICENSE

#### CSAC HOLDINGS INC.

#### Nevada Business Identification # NV20181654484 Expiration Date: 09/30/2022

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202110182079766 You may verify this certificate online at <u>http://www.nvsos.gov</u> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 10/18/2021.

Barbara K. Cegenste

BARBARA K. CEGAVSKE Secretary of State

#### STATE OF NEVADA

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



**Commercial Recordings Division** 

202 N. Carson Street Carson City, NV 89701-4201 Telephone (775) 684-5708 Fax (775) 684-7138

SECRETARY OF STATE

Job:C20180912-0328 September 12, 2018

DEBORAH ELIZABETH KALSTEK HODGSON RUSS LLP The Guaranty Bldg. 140 Pearl St., Ste. 100 Buffalo, NY 14202

#### **Special Handling Instructions:**

#### Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Articles of Organization	20180401526-49	9/12/2018 8:56:42 AM	1	\$75.00	\$75.00
Initial List	20180401527-50	9/12/2018 8:56:43 AM	1	\$150.00	\$150.00
Business License 9/2018- 9/2019	20180401527-50	9/12/2018 8:56:43 AM	1	\$200.00	\$200.00
Total		al <sup>15</sup>			\$425.00

#### Payments

unt
\$425.00
\$425.00

Credit Balance: \$0.00

#### Job Contents:

LLC Charter	1
File Stamped Copies	2
Business License	1

DEBORAH ELIZABETH KALSTEK HODGSON RUSS LLP The Guaranty Bldg. 140 Pearl St., Ste. 100 Buffalo, NY 14202





BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Limited	es of Organization -Liability Company	Filed in the office <u>Barbara K. Cegavs</u> Barbara K. Cegavs Secretary of State State of Nevada	ske 20180 Filing Dat 09/12/ Entity Nut	0401526-49 re and Time /2018 8:56 AM		
USE BLACK INK ONLY - DO	NOT HIGHLIGHT	(This document was		tronically.)		
1. Name of Limited- Liability Company: (must contain approved limited-liability company wording; see instructions)	CSAC LLC	Series		Check box if a lestricted Limited- jability Company		
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: CORPORATE CREATIONS NETWORK INC. Name Noncommercial Registered Agent (name and address below) Name of Noncommercial Registered Agent Name of Noncommercial Registered Agent Name of Title of Office or Other Position with Entity					
	Street Address	City	Nevada	Zip Code a		
3. Dissolution Date: (optional)	Mailing Address (if different from street address) Latest date upon which the company is to dissolve (	City if existence is not perpetual)	:	Zip Code		
4. Management: (required)	Company shall be managed by: Manager	(s) OR Me	ember(s)			
5. Name and Address of each	1) CHARLIE SMITH Name		1			
Manager or Managing Member: (attach additional page if more than 3)	590 MADISON AVE., 26TH FL. Street Address	NEW YORK City	State	10022 Zip Code		
more man by	2) KAMALDEEP THINDALL Name					
	590 MADISON AVE., 26TH FL. Street Address	NEW YORK City	NY State	10022 Zip Code		
	3) JONATHAN SANDELMAN Name					
	590 MADISON AVE., 26TH FL. Street Address	NEW YORK City	NY State	10022 Zip Code		
6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	I declare, to the best of my knowledge under penalty of perjur that pursuant to NRS 239.330, it is a category C felony to know the Secretary of State. DEBORAH KALSTEK-SEE ATTACHED Name HODGSON RUSS LLP, 140 PEARL ST., STE.	Vingly offer any false or forged ins DEBORAH KALSTEK Organizer Signature BUFFALO	trument for fil	ing in the Office of		
7. Certificate of	Address I hereby accept appointment as Registered Ag	City	State Entity	Zip Code		
Acceptance of Appointment of Registered Agent:	CORPORATE CREATIONS NETWORK INC.		9/12/	2018		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 DLLC Articles Revised: 10-1-15

## Articles of Organization

### CONTINUED

Includes data that is too long to fit in the fields on the NRS 86 Form and all additional managers and organizers

CSAC LLC
NOTAPPLICABLE
CORPORATE CREATIONS NETWORK INC.
NOTAPPLICABLE
NOTAPPLICABLE

### ADDITIONAL MANAGER/MEMBERS

MARK SMITH 590 MADISON AVE., 26TH FL. NEW YORK, NY 10022

### ADDITIONAL ORGANIZERS

DEBORAH KALSTEK HODGSON RUSS LLP, 140 PEARL ST., STE. 100 BUFFALO, NY 14202



# SECRETARY OF STATE

# LIMITED LIABILITY COMPANY CHARTER

I, Barbara K. Cegavske, the Nevada Secretary of State, do hereby certify that **CSAC LLC** did on September 12, 2018, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization is now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



Certified By: Electronic Filing Certificate Number: C20180912-0328 IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 12, 2018.

Dihora K. Cegevske

Barbara K. Cegavske Secretary of State

# INITIAL/ANNUAL LIST OF MANAGERS OR MANAGING MEMBERS AND STATE

SAC LLC						E0428432018-1
AME OF LIMITED-LIABILITY	OMPANY					
OR THE FILING PERIOD OF	SEP, 2018	то	SEP, 2019			
JSE BLACK INK ONLY - DO N	OT HIGHLIGHT					100403*
YOU MAY FILE THIS	FORM ONLINE AT	www.nv	silverflume.gov**			
Return one file stan	nped copy. (If filing not ad be sent to registered agent	ccompanied	-	Filed in the office of Balas K. Cycste	of Docum 2018	ent Number 80401527-50
MPORTANT: Read instruct	5 5		this form.	Barbara K. Cegavsl		Date and Time 2/2018 8:56 AN
Print or type names and addre members. A Manager, or if n BE RETURNED IF UNSIGNE	one, a Managing Member of	ness, for all m the LLC mus	nanager or managing t sign the form. FORM WILL	Secretary of State State of Nevada	Entity 1	Number 28432018-1
. If there are additional manage . Return completed form with th form by the deadline. An annu an amended list for the previou	rs or managing members, atta e fee of \$150.00. A \$75.00 pe al list received more than 90 of	nalty must be	added for failure to file this			was filed electronically. S FOR OFFICE USE ONLY
. State business license fee is \$		100.00 must l	be added for failure to file form	by deadline.		
. Make your check payable to th				-		
				To receive a certified copy, enclo e file stamped or certified copies.		
. Return the completed form to:	Secretary of State, 202 North	Carson Stre	et, Carson City, Nevada 89701	1-4201, (775) 684-5708.		
				h it is due. (Postmark date is not ind business license fees will res		
		•				
NNUAL LIST FILING FEE: \$15	0.00 LATE PENALTY: \$75.	00 (if filing lat	te) BUSINES	SS LICENSE FEE: \$200.00 L	ATE PENA	LTY: \$100.00 (if filing late)
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None of the managers or managing members identified in the list of managers and managing members has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

V IONITIAN CONDENSION	Title	Date
X JONATHAN SANDELMAN	MANAGER	9/12/2018 8:56:42 AM
Signature of Manager, Managing Member or		
Other Authorized Signature	N	Vevada Secretary of State List ManorMem Revised: 7-1-17

# SECRETARY OF STATE



# **NEVADA STATE BUSINESS LICENSE**

CSAC LLC Nevada Business Identification # NV20181654547

Expiration Date: September 30, 2019

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 12, 2018

Barbara K. Cegarste

Barbara K. Cegavske Secretary of State

You may verify this license at www.nvsos.gov under the Nevada Business Search.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which by law <u>cannot</u> be waived.



DATE 03/27/2019 DOCUMENT ID DESCRIPTION 201908601122 DOMESTIC FO

DESCRIPTION DOMESTIC FOR PROFIT LLC - ARTICLES OF ORG (LCP) FILING EXPED 99.00 200.00 CERT COPY 0.00 0.00

Receipt
This is not a bill. Please do not remit payment.



Ohio Secre	Toti Free: (#77) SOS-FILE (#77-767-3453)         Regular Pring from to one of the following:           Contrail Ohio: (614) 466-3910         Wink: OhioScoretaryofState.gov         Regular Pring from topological contrained on the following:           Party of State         Pring form to one of the following:         Regular Pring from topological contrained on the following:           Pring form to one of the following:         Wink: OhioScoretaryofState.gov         Regular Pring from topological contrained on the following:           Pring form to one of the following:         Pring form to one of the following:         Regular Pring form to one of the following:           Pring form to one of the following:         Wink: OhioScoretaryofState.gov         Regular Pring form to one of the following:           Pring form to one of the following:         Wink: OhioScoretaryofState.gov         Regular Pring form topological contrained form topological contr
	Articles of Organization for a Domestic Limited Liability Company Filing Fee: \$99 Form Must Be Typed
(1) Arti	VLY ONE (1) BOX         cles of Organization for Domestic         .Profit Limited Liability Company         (2)       Articles of Organization for Domestic
Name of Lin	nited Liability Company CSAC OHIO, LLC (Name must include one of the following words or abbreviations: "Ilmited liability company," "Ilmited, " LLC, " "L.C.," tid, "or "tid",
Optional:	Effective Date(MM/DD/YYY) (The legal existence of the corporation begins up filing of the articles or on a later date specified the more than ninety days after filing.)
Optional:	This limited liability company shall exist for Period of Existence
Optional: Optional:	
	Period of Existence

	Original	Appointment of Statutory	Agent	
The undersigne	d authorized member(s), manag	er(s) or representative(s) of		
CSAC OHIO,	LLC			
		(Name of Limited Liability Company)		
hereby appoir statute to be s	at the following to be Statutory Agenced upon the corporation may	gent upon whom any process, no be served. The complete addres	tice or demand requ s of the agent is:	ired or permitted b
Corporate	Creations Network Inc.			
	atutory Agent)			
	2672-02820 - 678	2		
119 E. Co	urt Street			
(Mailing Add	lress)			
Cincinnati			ОН	45202
(Mailing City	)	and the second se	(Mailing State)	(Mailing ZIP Cod
			×.	
	Acc	ceptance of Appointment		
The Undersigned	Corporate Creations Network In	nc.	].	named herein as
	(Name of Statutory Agent)		·	
Statutory agent fo	CSAC OHIO, LLC			
Statutory agent to	(Name of Limited Lisbility Company	)		
hereby acknowled	iges and accepts the appointme	nt of statutory agent for said limite	ed liability company.	
		a 1 i	le Special Secreta	rv.
Statutory Agent S	ignature Mis M	Nicholas Nicho	is, opecial becieve	- 5

533A QiH087 - 3/2/2018 Wolters Kluwsr Online Page 4 of 7

Last Revised: 10/01/2017

has the requisite authority to exec	ute this document.
Required	Delorah P. Kalston
Articles and original	Signature
appointment of agent must be signed by a member, manager	[
or other representative.	Hodgson Russ LLP
• • • • • • • • • •	By (if applicable)
f the authorized representative . s an individual, then they	
nust sign in the "signature"	Deborah E. Kalstek, Paralegal/Organizer/Auth. Rep.
ox and print his/her name n the "Print Name" box.	Print Name
the authorized representative	
a business entity, not an	
dividual, then please print e entity name in the	Signature
ignature" box, an	
uthorized representative f the business entity	
lust sign in the "By" box	By (if applicable)
nd print his/her name and lle/authority in the	
Print Name" box.	, J.
	Print Name
	1181
	J
	Signature
	By (if applicable)

No. and No. Concerne

533A Olitö67 - 2/2/2018 Welters Kluwer Online Page 5 of 7

Last Revised: 10/01/2017

MA SOC Filing Number: 201715540610 Date: 2/2/2017 9:50:00 AM

A COLORADO	The Commonwealth of I William Francis	
5 1 🔥 F	Secretary of the Commonwealth, C	Corporations Division
	One Ashburton Place,	17th floor
	Boston, MA 02108	-1512
ALW WOLLS	Telephone: (617) 72	7-9640
Certificate of Or	ganization	
General Laws, Chap		
Identification Num	nber: <u>001259069</u>	
1. The exact name	e of the limited liability company is: $\underline{CUL'}$	ΓΙVAUNA, LLC
2a. Location of its	principal office:	
No. and Street:	26 DONOVANS WAY	
City or Town:	MIDDLETON State: MA	Zip: <u>01949</u> Country: <u>USA</u>
2b. Street address	s of the office in the Commonwealth at wh	ch the records will be maintained:
No. and Street:	26 DONOVANS WAY	
City or Town:	MIDDLETON State: MA	Zip: 01949 Country: USA
		PENDENT SALES ON AN AUCTION SITE)
	INTERNET SALES (INCLUDING INDE	PENDENT SALES ON AN AUCTION SITE)
4. The latest date o		PENDENT SALES ON AN AUCTION SITE)
4. The latest date o	of dissolution, if specified:	
4. The latest date of 5. Name and addre	of dissolution, if specified: ess of the Resident Agent:	AGENTS, INC.
<ol> <li>The latest date of</li> <li>Name and addrest Name:</li> </ol>	of dissolution, if specified: ess of the Resident Agent: <u>UNITED STATES CORPORATION</u>	AGENTS, INC. TE 204
4. The latest date of 5. Name and addre Name: No. and Street: City or Town: I, <u>UNITED STATES</u> Consent to my app Chapter 156C Sect	of dissolution, if specified: ess of the Resident Agent: <u>UNITED STATES CORPORATION /</u> 101 BILLERICA AVE., BLDG. 5, SU <u>NORTH BILLERICA</u> State: <u>S CORPORATION AGENTS, INC.</u> resident agonithment as the resident agent of the abo	AGENTS, INC. TE 204
4. The latest date of 5. Name and addre Name: No. and Street: City or Town: I, <u>UNITED STATES</u> Consent to my app Chapter 156C Sect	of dissolution, if specified: ess of the Resident Agent: <u>UNITED STATES CORPORATION /</u> 101 BILLERICA AVE., BLDG. 5, SUI <u>NORTH BILLERICA</u> State: <u>S CORPORATION AGENTS, INC.</u> resident ago pointment as the resident agent of the abo tion 12.	AGENTS, INC. <u>TE 204</u> <u>MA</u> Zip: <u>01862</u> Country: <u>USA</u> gent of the above limited liability company, ve limited liability company pursuant to G. L.
4. The latest date of 5. Name and addre Name: No. and Street: City or Town: I, <u>UNITED STATES</u> consent to my app Chapter 156C Sect 6. The name and b	of dissolution, if specified: ess of the Resident Agent: <u>UNITED STATES CORPORATION /</u> <u>101 BILLERICA AVE., BLDG. 5, SUI</u> <u>NORTH BILLERICA</u> State: <u>S CORPORATION AGENTS, INC.</u> resident appointment as the resident agent of the abo tion 12. pusiness address of each manager, if any:	AGENTS, INC. TE 204 MA Zip: <u>01862</u> Country: <u>USA</u> gent of the above limited liability company,
4. The latest date of 5. Name and addre Name: No. and Street: City or Town: I, <u>UNITED STATES</u> consent to my app Chapter 156C Sect 6. The name and b	of dissolution, if specified: ess of the Resident Agent: <u>UNITED STATES CORPORATION /</u> <u>101 BILLERICA AVE., BLDG. 5, SUI</u> <u>NORTH BILLERICA</u> State: <u>S CORPORATION AGENTS, INC.</u> resident ago pointment as the resident agent of the abo tion 12. pusiness address of each manager, if any: Individual Name	AGENTS, INC. <u>TE 204</u> <u>MA</u> Zip: <u>01862</u> Country: <u>USA</u> gent of the above limited liability company, ve limited liability company pursuant to G. L. Address (no PO Box)
4. The latest date of 5. Name and addre Name: No. and Street: City or Town: I, <u>UNITED STATES</u> consent to my app Chapter 156C Sect 6. The name and b	of dissolution, if specified: ess of the Resident Agent: <u>UNITED STATES CORPORATION /</u> <u>101 BILLERICA AVE., BLDG. 5, SUI</u> <u>NORTH BILLERICA</u> State: <u>S CORPORATION AGENTS, INC.</u> resident ago pointment as the resident agent of the abo tion 12. pusiness address of each manager, if any: Individual Name	AGENTS, INC. <u>TE 204</u> <u>MA</u> Zip: <u>01862</u> Country: <u>USA</u> gent of the above limited liability company, ve limited liability company pursuant to G. L. Address (no PO Box)
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Title	Individual Name	Address (no PO Box)
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code
REAL PROPERTY	ERIC JAY ROGERS	26 DONOVANS WAY MIDDLETON, MA 01949 USA
LZOOM.COM, INC	ENALTIES OF PERJURY, this 2 ., A CALIFORNIA CORPORATION	2 Day of February, 2017, DN, CHEYENNE MOSELEY, ASSIS
ALZOOM.COM, INC ETARY	-	DN, CHEYENNE MOSELEY, ASSIS

### THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

February 02, 2017 09:50 AM

Atrian Traingalies

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

6000	109610
FRED HATCICIS (Requestor's Name) 101 E. College Are (Address) TALLA ASSEP. FZ 3230 (City/State/Zip/Phone #)	700303609307 09/22/1701008001 ++105.00
PICK-UP AWAIT MAIL DEMMJ Turestments // (Business Entity Name) (Document Number) Certified Copies Certificates of Status Special Instructions to Filing Officer: Office Use Only	FILED 17 SEP 22 AH 9: 17 都研究部門情報語 ののの、い
	Morger NC SEP 22 2017

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### ARTICLES OF MERGER (Florida Limited Liability Company)

# ARCEPTARY OR DESE D

The following Articles of Merger are submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to Sections 605.1021-605.1026, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party is:

Name of Entity	Jurisdiction of Formation	Type of Entity
White Sands Center, LLC	Florida	Florida Limited
		Liability Company
DFMMJ Investments, LLC	Florida	Florida Limited
		Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is:

Name of Entity	Jurisdiction of Formation	Type of Entity
White Sands Center, LLC	Florida	Florida Limited
		Liability Company

THIRD: The terms of the Plan of Merger were approved by a written consent of the Member of DFMMJ Investments. LLC on September 19, 2017; by a written consent of the Member of White Sands Center, LLC on September 20, 2017, each in accordance with the provisions of Sections 605.1021-605.1026. Florida Statutes.

**FOURTH:** White Sands Center, LLC (the "Surviving Company") exists before the merger and is a domestic filing entity, the Plan of Merger, which includes the Amended and Restated Articles of Organization of the Surviving Company that will be in effect immediately following the merger, is attached as **Exhibit A** (the "Plan of Merger").

FIFTH: The effective date of the merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.

SIXTH: The Surviving Company agrees to pay any members of either limited liability company with appraisal rights the amount to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SEVENTH: The Surviving Company's name, in accordance with the Amended and Restated Articles of Organization attached to the Plan of Merger and filed herewith, shall be changed to DFMMJ Investments, LLC.

[Remainder of Page Left Blank - Signatures Follow]

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The undersigned have caused these Articles of Merger to be signed by an authorized officer effective as of September 20, 2017.

### MERGING LIMITED LIABILITY COMPANY:

DFMMJ INVESTMENTS, LLC, a Florida limited liability company

By:

Name: Brady Cobb Title: Manager Date: 09/20/2017

SURVIVING LIMITED LIABILITY COMPANY:

WHITE SANDS CENTER, LLC, a Florida limited liability company By: Waters Edge Bolloing Company, Manager BY Name. Jay A. Odom Title: President Date: 19-20-17

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[Signature Page to Articles of Merger]

	<u>EXHIBIT A</u>		
	PLAN OF MERG		
	(SEE ATTACHE	DJ	
TAL 452244066v3			

### PLAN OF MERGER for merger of DFMMJ INVESTMENTS, a Florida limited liability company, with and into

### WHITE SANDS CENTER, LLC, a Florida limited liability company

The following Plan of Merger is submitted in compliance with Sections 605.1021-605.1026, Florida Statutes.

FIRST: The name and jurisdiction of the <u>surviving</u> limited liability company (the "Surviving Company") is:

Name of Entity	<b>Jurisdiction of Formation</b>	Type of Entity
White Sands Center, LLC	Florida	Florida Limited
		Liability Company

SECOND: The name and jurisdiction of the merging limited liability company (the "Merging Company") is:

Name of Entity	Jurisdiction of Formation	Type of Entity
DFMMJ Investments, LLC	Florida	Florida Limited
		Liability Company

THIRD: The effective time and date of the merger (the "Effective Time") shall be the date on which the Articles of Merger to which this Plan of Merger is attached are filed with the Florida Department of State.

FOURTH: The terms and conditions of the merger include, but are not limited to, the following:

4.1 At the Effective Time, in accordance with the Florida Revised Limited Liability Act ("Act") and on the terms and conditions agreed to by the Surviving Company and the Merging Company. (a) the Merging Company shall be merged with and into the Surviving Company and the separate existence of the Merging Company shall cease; and (b) the Surviving Company's Articles of Organization in effect immediately prior to the Effective Time shall be amended and restated in their entirety as set forth in the Amended and Restated Articles of Organization attached to this Plan of Merger and, as so amended and restated, such Amended and Restated Articles of Organization shall be the Articles of Organization of the Surviving Company, unless and until further amended in accordance with the Act.

4.2 In addition, at the Effective Time, the Operating Agreement and the name of the Merging Company, as in effect immediately prior to the Effective Time, shall become the Operating Agreement and the name of the Surviving Company, unless and until further amended in accordance with the Act.

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4.3 The merger shall have the other effects set forth in Section 605.1026 of the Act.

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**FIFTH:** The manner and basis of converting the interests and the right to acquire interests in each party to the merger into interests. securities, obligations, money, other property, rights to acquire interests or securities or any combination of the foregoing are as follows:

5.1 <u>Membership Interests of the Merging Company</u>. Each membership interest of the Merging Company issued and outstanding immediately prior to the Effective Time shall be converted into and become a membership interest of the Surviving Company with the same rights and obligations and ownership interests that those members had in the Merging Company. The current members of the Surviving Company shall have no further interest in the Surviving Company after the Effective Time. For greater certainty, it is the intent of the parties to the merger that as a result of the transactions contemplated thereby, the holders of interests of the Merging Company issued and outstanding immediately prior to the Effective Time shall become the holders of 100% of the issued and outstanding interests of Surviving Company immediately after the Effective Time.

5.2 <u>Cancellation of Current Membership Interests of the Surviving Company:</u> <u>Indemnification</u>. All membership interests of the Surviving Company that are owned by the Members of the Surviving Company immediately prior to the Effective Time shall be cancelled and shall cease to exist at the Effective Time and no consideration shall be delivered in exchange therefor. The Surviving Company shall indemnify the Members of the Surviving Company immediately prior to the Effective Time against any claim and any costs, including attorney's fees, relating to defending any claim.

[Remainder of Page Intentionally Left Blank]

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THE ABASE F CONDA

### AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF

### WHITE SANDS CENTER, LLC

In accordance with Section 605.0202, Florida Statutes, the Articles of Organization of White Sands Center, LLC, a Florida limited liability company (the "<u>Company</u>") are hereby amended and restated to read in their entirety as follows:

### ARTICLE I. NAME

The name of the Company shall be changed from White Sands Center, LLC to DFMMJ Investments, LLC.

### ARTICLE II. ADDRESS

The mailing address and principal place of business of the Company is 14810 NW 94th Avenue Alachua, Florida 32615

### ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the company commenced on August 2, 2001.

### ARTICLE IV. PURPOSE

The Company is organized to engage in any activity or husiness permitted under the laws of the United States and Florida.

### ARTICLE V. MANAGER MANAGED

The Company shall be managed by managers ("Managers"), as set forth in the Company's Operating Agreement and is therefore a Manager-managed company. The street address of the Company's initial Managers shall be 14810 NW 94th Avenue, Alachua, Florida 32615 and the name of the initial Managers at such address are Brady Cobb, Rene Gulliver, and George Scorsis.

### ARTICLE VI. TERM OF EXISTENCE

The term of existence of the Company is perpetual.

### ARTICLE VII. REGISTERED AGENT AND ADDRESS

The name and address of the registered agent of the Company is Cobb Eddy, PLLC, 642 N.E. 3<sup>rd</sup> Avenue, Fort Lauderdale, Florida 33304.

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### ARTICLE VIII. INDEMNIFICATION

The Company shall indemnify the Managers and its officers to the full extent permitted by law. The Managers are hereby specifically authorized to make such other provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

### ARTICLE IX. AMENDMENTS

The Company reserves the right to amend, alter, change or repeal any provision in these Articles of Organization in the manner prescribed by law, and all rights conferred on members are subject to this reservation.

The undersigned manager hereby certifies that: (a) the foregoing Amended and Restated Articles of Organization contain amendments requiring member approval; (b) the amendments were approved by unanimous written consent of the Members on September 20, 2017; (c) the number of votes cast for the amendment by the Members in favor of the amendment were sufficient for approval; and (d) these duly adopted Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

A

WHITE SANDS, CENTER, LLC, a Florida limited liability company By: Waters, Edge, Bulloing Gompany, Manager

By: Name:/Jay A. Odom Title:/President

TAL 452244066v3

### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to Section 605.0114, Florida Statutes, the following is submitted:

That White Sands Center, LLC, whose current registered agent and office on file with the Florida Department of State is Jay A. Odom, 4652 Gulf Starr Drive, Destin, Florida 32541, has changed its current registered agent and named Cobb Eddy, PLLC, 642 N.E. 3<sup>rd</sup> Avenue, Fort Lauderdale, Florida 33301, as its resident agent to accept service of process within this state.

### ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the company named above, at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 20, 2017

Cobb Eddy, PLLC By: Brady Cobb, principal

TAL 452244066v3

### Attachment B: Organizational Documents

Instructions:

- Attach certified copies of the applicant's certificate of incorporation, partnership agreement, charter or other such documentation. If the applicant is not organized in Pennsylvania, attach certified copies of documentation that show that the applicant is authorized to do business in Pennsylvania
- Complete this cover sheet. Scan this sheet and the organizational documents and save it as a
   PDF file called "Attachment B," using the appropriate file name format

Business Name, as it appears on the applicant's certificate of incorporation, charter, bylaws, partnership agreement or other legal business formation documents: **DocHouse LLC** 

Trade names and DBA (doing business as) names:

Principal Business Address	s: 8080 Old York Road, S	uite 225
City: Elkins Park	State: PA	Zip Code: 19027
Phone: 215-277-1410	Fax: 215-277-1752	Email:
		Justin@DocHouses.com



### COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE 03/05/2017

### TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

### DOCHOUSE, LLC

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania, do hereby certify that the foregoing and annexed is a true and correct copy of

Creation Filing filed on Feb 9, 2015 Effective Mar 1, 2015 - Pages (2)

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

Pedro C. Contés

Secretary of the Commonwealth

Certification Number: TSC170305000003-1

Verify this certificate online at http://www.corporations.pa.gov/orders/verify.aspx

Entity #: 4329884 Date Filed: 02/09/2015 Effective Date: 03/01/2015 Pedro A. Cortés Acting Secretary of the Commonwealth

### PENNSYLVANIA DEPARTMENT OF STATE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Zip Code

### Certificate of Organization Domestic Limited Liability Company (15 Pa.C.S. § 8913)

Justin S. Moriconi Address

302 Stowe Rd.

Document will be returned to the

Commonwealth of Pennsylvania CERTIFICATE OF ORGANIZATION 3 Page(s)



Elkins Park, PA 19027

Fee: \$125

Name

City

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

 The name of the limited liability company (designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation):
 Compassion Organics, LLC

Number and Street	City	State	Zip	County
Flowing Springs Rd.	Chester S	prings, PA	19425	USA

 3. The name and address, including street and number, if any, of each organizer is (all organizers must sign on page 2):

 Name
 Address

 Christopher McGowan
 2127 Flowing Springs Rd., Chester Springs, PA 19425

 Justin S. Moriconi
 302 Stowe Rd., Elkins Park, PA 19027

 Adam C. Lazarow
 1708 Christian St. #B, Philadelphia, PA 19146

### PA DEPT. OF STATE

FEB 0 2015

 Strike out if inapplicable term <u>A member's interest in the company is to be evidenced by a certificate of membership interest.</u>

 Strike out if inapplicable: Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: March 1, 2015 . month date year hour, if any

 Strike out if inapplicable: The company is a restricted professional company organized to render the following restricted professional service(s):

8. For additional provisions of the certificate, if any, attach an 81/2 x 11 sheet.

IN TESTIMONY WHEREOF, the organ signed this Certificate of Organization th	izer(s) has (have) is
4th day of Edway , 2015	
alt fil	
Signature	
Unit	
Signature	
Signature	
L	

W1.8

Entity #: 4329884 Date Filed: 04/10/2015 Pedro A. Cortés Acting Secretary of the Commonwealth

### PENNSYLVANIA DEPARTMENT OF STATE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Certificate of Amendment-Domestic

(15 Pa.C.S.)

Limited Partnership (§ 8512) Limited Liability Company (§ 8951)

Justin Moriconi

Address 302 Stowe Rd. Commonwealth of Pennsylvania LIMITED LIABILITY AMENDMENT 4 Page(s)



City Elkins Park, PA 19027

Fee: \$70

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In compliance with the requirements of the applicable provisions (relating to certificate of amendment), the undersigned, desiring to amend its Certificate of Limited Partnership/Organization, hereby certifies that:

Zip Code

1. The name of the limited partnership/limited liability company is: Compassion Organics, LLC

2. The date of filing of the original Certificate of Limited Partnership/Organization: 02/09/2015

3. Check, and if appropriate complete, one of the following:

The amendment adopted by the limited partnership/limited liability company, set forth in full, is as follows: Name Change to 3BUDS, LLC

The amendment adopted by the limited partnership/limited liability company is set forth in full in Exhibit A attached hereto and made a part hereof.

4. Check, and if appropriate complete, one of the following:

\* The amendment shall be effective upon filing this Certificate of Amendment in the Department of State.

PA DEPT. OF STATE

APR 1 0 2015

5. Check if the amendment restates the Certificate of Limited Partnership/Organization:

The restated Certificate of Limited Partnership/Organization supersedes the original Certificate of Limited Partnership/Organization and all previous amendments thereto.

16th	day of April	<u>,</u> 2015	
	S, LLC	ship/Limited Liability	Compan
2	W:	ignature	

### COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS 401 NORTH STREET, ROOM 206 P.O.BOX 8722 HARRISBURG,PA 17105-8722 WWW.CORPORATIONS.PA.GOV

O JUSTIN MORICANI 302 STOWE RD ELKINS PARK PA 19027

DOCHOUSE, LLC

THE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS IS HAPPY TO SEND YOUR FILED DOCUMENT. THE BUREAU IS HERE TO SERVE YOU AND WE WOULD LIKE TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE BUREAU, PLEASE VISIT OUR WEBSITE AT <u>www.dos.pa.gov/BusinessCharities</u> OR YOU MAY CONTACT US BY TELEPHONE AT (717)787-1057. INFORMATION REGARDING BUSINESS AND UCC FILINGS CAN BE FOUND ON OUR SEARCHABLE DATABASE AT <u>www.corporations.pa.gov/Search/CorpSearch</u>.

ENTITY NUMBER: 4329884

NNSYLVANIA DEPARTMENT OF STATE REAU OF CORPORATIONS AND CHARITABI	
Areturn document by mail to: JUSTIN MORICONI Arme 302 STOWE RD. ddress ELICIUS RAON DA 9027	Certificate of Amendment - Domestic Limited Partnership/Limited Liability Company
ity State Zip Code	1
Read all instructions prior to completing. This form may	be submitted online at <u>https://www.eseppende</u>
e: \$70 Check one: Limited Partnership (§ 8512)	Limited Liability Company (§ 8951)
In compliance with the requirements of the applicabl undersigned, desiring to amend its Certificate of Limited	le provisions (relating to certificate of amendment), the l Partnership/Organization, hereby certifies that:
1. The name of the limited partnership/limited liability	
2. The date of filing of the original Certificate of Limit	ted Partnership/Organization: 03/01/20(5 Date (MM/DD/YYYY)
<ul> <li>Check, and if appropriate complete, one of the foll</li> <li>The amendment adopted by the limited partnership follows:</li> <li>CHANGED NAME FROM</li> <li>DOCHOUSE, ILC'</li> </ul>	p/limited liability company, set forth in full, is as
"DOCHOUSE, LLC"	
The amendment adopted by the limited partnershi Exhibit A attached hereto and made a part hereof.	p/limited liability company is set forth in full in
4. Check, and if appropriate complete, one of the fol	llowing:
	s Certificate of Amendment in the Department of
	5 09 2016 at
X The amendment shall be effective on: O	(MM/DD/YYYY) Hour (if any)
X The amendment shall be effective on: O	(MM/DD/YYYY) Hour (if any)
X The amendment shall be effective on: O	(MM/DD/YYYY) Hour (if any)

5. Check if the amendment restates the Certificate of Limited Partnership/Organization:

\_\_\_\_ The restated Certificate of Limited Partnership/Organization supersedes the original Certificate of Limited Partnership/Organization and all previous amendments thereto.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed this May 2016 9th day of\_ DOCHOUSE micof Limited Partnership/Limited Liability Company Signature MANAGER Title

astin S Moriconi DSCB: 15-1507/55(Secretary of the Com		Return document by mail to:		Ch	ange of Day	Date Filed : 01/12/
Same       PA       19027         Vidtress       Etims Park       PA       19027         The main document by email to:	ustin	S Moriconi		D	SCB: 15-1507/	.1.
02 Store Rd.,         Mitress         Mitrest	Name		1.3			
Bits Park       PA       19027         Bry       State       Zip Code         Bry       State       Zip Code         Return document by email to:						
inv       State       Zip Code         Return document by email to:						
state       Lipcod         Return document by email to:		s Park PA				
Read all instructions prior to completing. This form may be submitted online at <a href="https://www.corporations.pa.go">https://www.corporations.pa.go</a> <pre>w: \$5.00</pre> The type of domestic association (check only one):       Business Corporation       Limited Liability Company       Limited Liability Limited Partnership       In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 1507/5507/8506/8906 (relating to change of registered office), the undersigned domestic corporation, limited liability company, limited partnership or limited liability limited partnership desiring to effect a change of registered office, breeby states that:        1.     The name of the association is: <b>DOCHOUSE, LLC</b> 2.       The current registered office address as on file with the Department of State. Complete part (a) OR (b) – not both:         (a)       2127 Flowing Springs Rd.       Chester Springs       PA       19425       Chester         Number and Street       City       State       Zip       County         (b)       c/ce:       County       Imited partnership or limited liability company is to be changed is:       8080 Old York Road, Suite 225       Elkins Park       PA       19027       Montgomery         (b)       The registered office of the corporation, limited partnership or limited liability company is to be changed is:       8080 Old York Road, Suite 225       Elkins Park       PA       19027       Montgomery         Number and Street       City       State	City	State	Zip Code			
e: \$5.00 The type of domestic association (check only one): Business Corporation Limited Liability Company Limited Liability Limited Partnership In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 1507/5507/8506/8906 (relating to change or registered office), the undersigned domestic corporation, limited liability company, limited partnership or limited liability In the name of the association is: DOCHOUSE, LLC 2. The current registered office address as on file with the Department of State. Complete part (a) OR (b) – not both: (a) 2127 Flowing Springs Rd. Chester Springs PA 19425 Chester Number and Street City State Zip County (b) c/o: Name of Commercial Registered Office Provider County 3. New address. Complete part (a) or (b) – not both: (a) The address in this Commonwealth to which the registered office of the corporation, limited partnership or limited liability company is to be changed is: 8080 Old York Road, Suite 225 Elkins Park PA 19027 Montgomery Number and Street City State Zip County (b) The registered office of the corporation, limited partnership or limited liability company shall be provided by: c/o: Name of Commercial Registered Office Provider County (b) The registered office of the corporation, limited partnership or limited liability company shall be provided by: c/o: Name of Commercial Registered Office Provider County (b) The registered office of the corporation, limited partnership or limited liability company shall be provided by: c/o: Name of Commercial Registered Office Provider County 4. For corporations only: Such change was authorized by the Board of Directors of the corporation. IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this 12 day of January , 2017 . DOCHOUSE, LLC Name of Corporation'Limited Partnership/ Limited Liability Limited Partnership/ Limited Liability Limited Partn		Return document by email to:		_		
e: \$5.00 The type of domestic association (check only one): Business Corporation Limited Liability Company Limited Liability Limited Partnership In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 1507/5507/8506/8906 (relating to change or registered office), the undersigned domestic corporation, limited liability company, limited partnership or limited liability In the name of the association is: DOCHOUSE, LLC 2. The current registered office address as on file with the Department of State. Complete part (a) OR (b) – not both: (a) 2127 Flowing Springs Rd. Chester Springs PA 19425 Chester Number and Street City State Zip County (b) c/o: Name of Commercial Registered Office Provider County 3. New address. Complete part (a) or (b) – not both: (a) The address in this Commonwealth to which the registered office of the corporation, limited partnership or limited liability company is to be changed is: 8080 Old York Road, Suite 225 Elkins Park PA 19027 Montgomery Number and Street City State Zip County (b) The registered office of the corporation, limited partnership or limited liability company shall be provided by: c/o: Name of Commercial Registered Office Provider County (b) The registered office of the corporation, limited partnership or limited liability company shall be provided by: c/o: Name of Commercial Registered Office Provider County (b) The registered office of the corporation, limited partnership or limited liability company shall be provided by: c/o: Name of Commercial Registered Office Provider County 4. For corporations only: Such change was authorized by the Board of Directors of the corporation. IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this 12 day of January , 2017 . DOCHOUSE, LLC Name of Corporation'Limited Partnership/ Limited Liability Limited Partnership/ Limited Liability Limited Partn	Rea	d all instructions prior to com	pleting. This form may b	e submitted	online at https	s://www.corporations.pa.gov/.
Business Corporation       X       Limited Liability Company       Limited Liability Limited Partnership         In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 1507/5507/8506/8906 (relating to change or registered office), the undersigned domestic corporation, limited liability company. limited partnership or limited liability limited partnership or limited liability company. Limited partnership or limited liability limited partnership or limited liability company. Limited partnership or limited liability limited partnership or limited liability company. Limited partnership or limited liability company. Limited partnership or limited liability company is to be change of registered office Provider         1       The address in this Commonwealth to which the registered office of the corporation, limited partnership or limited liability company is to be changed is:         4       For comporation, limited partnership or limited partnership or limited liability company is to be changed was authorized by the Board of Directors of the corporation.         IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized office; general partner, member or manager thereof this         12       day of January       , 2017       .         DOCHOUSE, LLC						
In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 1507/5507/8506/8906 (relating to change o registered office), the undersigned domestic corporation, limited liability company, limited partnership or limited liability imited partnership, desiring to effect a change of registered office, hereby states that:     The name of the association is: DOCHOUSE, LLC     The current registered office address as on file with the Department of State. Complete part (a) OR (b) – not both:     (a) 2127 Flowing Springs Rd., Chester Springs PA 19425 Chester     Number and Street City State Zip County     (b) c/a:         Name of Commercial Registered Office Provider County     3. New address. Complete part (a) or (b) – not both:     (a) The address in this Commonwealth to which the registered office of the corporation, limited partnership or limited liability company is to be changed is: <u>8080 Old York Road, Suite 225 Elkins Park PA 19027 Montgomery</u> Number and Street City State Zip County     (b) The registered office of the corporation, limited partnership or limited by: <u>c'or</u> <u>ranke</u> of Commercial Registered Office Provider County <u>Name of Commercial Registered Office Provider County         <u>Name of Commercial Registered Office Provider County         <u>Name of Commercial Registered Office Provider County         <u>County         <u>Name of Commercial Registered Office Provider County         <u>DOCHOUSE, LLC         <u>Name of Comporations only</u>: Such change was authorized</u></u></u></u></u></u></u></u></u></u></u></u></u></u></u></u></u>	ee: 53		_			477 4 M . 7
In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 1507/5507/8506/8906 (relating to change or registered office), the undersigned domestic corporation, limited liability company, limited partnership or limited liability limited partnership or limited liability limited partnership or limited liability company, limited partnership or limited liability limited partnership or limited liability limited partnership or limited liability company, limited partnership or limited liability company, limited partnership or limited liability company is to be change of City State Zip County (b) c/o: (a) The address in this Commonwealth to which the registered office of the corporation, limited partnership or limited liability company is to be changed is: 8080 Old York Road, Suite 225 Elkins Park PA 19027 Montgomery Number and Street City State Zip County (b) The registered office of the corporation, limited partnership or limited liability company shall be provided by: c/o: Name of Commercial Registered Office Provider County (c) For corporations only:Such change was authorized by the Board of Directors of the corporation. NT FESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this 12 day of January , 2017 .						ed Liability Limited Partnership
registered office), the undersigned domestic corporation, limited liability company, limited partnership or limited liability limited partnership, desiring to effect a change of registered office, hereby states that:          1.       The name of the association is:       DOCHOUSE, LLC         2.       The current registered office address as on file with the Department of State. Complete part (a) OR (b) – not both:         (a)       2127 Flowing Springs Rd.,       Chester Springs       PA       19425       Chester         Number and Street       City       State       Zip       County         (b)       c/o:		Nonprofit Corpo	Limited Part	nership		
Imited partnership, desiring to effect a change of registered office, hereby states that:         1. The name of the association is:       DOCHOUSE, LLC         2. The current registered office address as on file with the Department of State. Complete part (a) OR (b) – not both:         (a)       2127 Flowing Springs Rd., Chester Springs       PA       19425       Chester         Number and Street       City       State       Zip       County         (b)       c/o:						
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(a)       2127 Flowing Springs Rd.,       Chester Springs       PA       19425       Chester         Number and Street       City       State       Zip       County         (b)       c/o:       County       County         3.       New address. Complete part (a) or (b) – not both:       County         (a)       The address in this Commonwealth to which the registered office of the corporation, limited partnership or limited liability company is to be changed is:       8080 Old York Road, Suite 225       Elkins Park       PA       19027       Montgomery         Number and Street       City       State       Zip       County         (b)       The registered office of the corporation, limited partnership or limited liability company shall be provided by:       c/or         Name of Commercial Registered Office Provider       County       County         (b)       The registered office of the corporation, limited partnership or limited liability company shall be provided by:       c/or         r/or       Name of Commercial Registered Office Provider       County       County         4.       For corporations only:Such change was authorized by the Board of Directors of the corporation.       IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this       12       day	1.	The name of the association is:	DOCHOUSE, LLC			
(a)       2127 Flowing Springs Rd.,       Chester Springs       PA       19425       Chester         Number and Street       City       State       Zip       County         (b)       c/o:       County       County         3.       New address. Complete part (a) or (b) – not both:       County         (a)       The address in this Commonwealth to which the registered office of the corporation, limited partnership or limited liability company is to be changed is:       8080 Old York Road, Suite 225       Elkins Park       PA       19027       Montgomery         Number and Street       City       State       Zip       County         (b)       The registered office of the corporation, limited partnership or limited liability company shall be provided by:       c/or         Name of Commercial Registered Office Provider       County       County         (b)       The registered office of the corporation, limited partnership or limited liability company shall be provided by:       c/or         r/or       Name of Commercial Registered Office Provider       County       County         4.       For corporations only:Such change was authorized by the Board of Directors of the corporation.       IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this       12       day	2	The current registered office add	ress as on file with the Der	partment of St	ate. Complete p	art (a) OR (b) - not both
Number and Street       City       State       Zip       County         (b)       c/o:		NUMBER OF COMPANY COMPANY	1000 000 000 000		<i>t</i>	1993
(b)       c/o: Name of Commercial Registered Office Provider       County         3.       New address. Complete part (a) or (b) – not both:       (a)         (a)       The address in this Commonwealth to which the registered office of the corporation, limited partnership or limited liability company is to be changed is: 8080 Old York Road, Suite 225       Elkins Park       PA       19027       Montgomery         Number and Street       City       State       Zip       County         (b)       The registered office of the corporation, limited partnership or limited liability company shall be provided by:       c/o:         (c)       Name of Commercial Registered Office Provider       County         4.       For corporations only: Such change was authorized by the Board of Directors of the corporation.       IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this       12       day of January       , 2017       .         DOCHOUSE, LLC         Name of Corporation/Limited Liability Company       Justin Moriconi         Signature	(a)				- (C	
Name of Commercial Registered Office Provider       County         3. New address. Complete part (a) or (b) – not both:       (a) The address in this Commonwealth to which the registered office of the corporation, limited partnership or limited liability company is to be changed is:       8080 Old York Road, Suite 225       Elkins Park       PA       19027       Montgomery         Number and Street       City       State       Zip       County         (b) The registered office of the corporation, limited partnership or limited liability company shall be provided by:       c/o:       County <b>10</b> The registered office of the corporation, limited partnership or limited liability company shall be provided by:       c/o:         Name of Commercial Registered Office Provider       County       County         4. For corporations only: Such change was authorized by the Board of Directors of the corporation.       IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this       12       day of January       , 2017       .         DOCHOUSE, LLC         Manager		Number and Street	City	State	Zip	County
<ul> <li>New address. Complete part (a) or (b) – not both:         <ul> <li>(a) The address in this Commonwealth to which the registered office of the corporation, limited partnership or limited liability company is to be changed is:</li></ul></li></ul>	(b)		24	and a color		
(a) The address in this Commonwealth to which the registered office of the corporation, limited partnership or limited liability company is to be changed is: 8080 Old York Road, Suite 225 Elkins Park PA 19027 Montgomery Number and Street City State Zip County (b) The registered office of the corporation, limited partnership or limited liability company shall be provided by: c/o: Name of Commercial Registered Office Provider County 4. For corporations only:Such change was authorized by the Board of Directors of the corporation. IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this 12 day of January , 2017 . DOCHOUSE, LLC Interesting Company Justin Moriconi Justin Moriconi Justin Moriconi Signature Manager		Name of Commercial Regis	stered Office Provider			County
(a) The address in this Commonwealth to which the registered office of the corporation, limited partnership or limited liability company is to be changed is: 8080 Old York Road, Suite 225 Elkins Park PA 19027 Montgomery Number and Street City State Zip County (b) The registered office of the corporation, limited partnership or limited liability company shall be provided by: c/o: Name of Commercial Registered Office Provider County 4. For corporations only:Such change was authorized by the Board of Directors of the corporation. IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this 12 day of January , 2017 . DOCHOUSE, LLC Interesting Company Justin Moriconi Justin Moriconi Justin Moriconi Signature Manager	1					
liability company is to be changed is:       8080 Old York Road, Suite 225       Elkins Park       PA       19027       Montgomery         Number and Street       City       State       Zip       County         (b) The registered office of the corporation, limited partnership or limited liability company shall be provided by:       c/o:       County         •       Vame of Commercial Registered Office Provider       County         4. For corporations only: Such change was authorized by the Board of Directors of the corporation.       N TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this         12       day of January       , 2017       .         Vertex       DOCHOUSE, LLC       Name of Corporation/Limited Partnership/Limited Liability Company         Justin Moriconi       Signature       Justin Moriconi		New address (Complete part (a))	or (h) - not both			
8080 Old York Road, Suite 225       Elkins Park       PA       19027       Montgomery         Number and Street       City       State       Zip       County         (b) The registered office of the corporation, limited partnership or limited liability company shall be provided by:       c/o:         Name of Commercial Registered Office Provider       County         4. For corporations only: Such change was authorized by the Board of Directors of the corporation.       IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this         12       day of January       , 2017         Vertex Lize       DOCHOUSE, LLC         Name of Corporation/Limited Partnership/Limited Liability Company       Justin Moriconi         Signature       Manager			a de la color			
(b) The registered office of the corporation, limited partnership or limited liability company shall be provided by:         c/o:         Name of Commercial Registered Office Provider       County         4. For corporations only: Such change was authorized by the Board of Directors of the corporation.       IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this         12       day of January       , 2017         Vertex       DOCHOUSE, LLC         Name of Corporation/Limited Partnership/Limited Liability Company         Justin Moriconi       Signature         Manager       Manager		The address in this Commonwea	lth to which the registered	office of the	corporation, lim	ited partnership or limited
C/o:     Name of Commercial Registered Office Provider     County     County     County     County     For corporations only:Such change was authorized by the Board of Directors of the corporation.     IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to     be signed by a duly authorized officer, general partner, member or manager thereof this     12 day of January , 2017 .     DOCHOUSE, LLC     DOCHOUSE, LLC     Name of Corporation/Limited Partnership/     Limited Liability Limited Partnership/Limited Liability Company     Justin Moriconi     Signature     Manager		The address in this Commonwea liability company is to be change	alth to which the registered ed is:		-	
C/o:     Name of Commercial Registered Office Provider     County     County     County     County     For corporations only:Such change was authorized by the Board of Directors of the corporation.     IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to     be signed by a duly authorized officer, general partner, member or manager thereof this     12 day of January , 2017 .     DOCHOUSE, LLC     DOCHOUSE, LLC     Name of Corporation/Limited Partnership/     Limited Liability Limited Partnership/Limited Liability Company     Justin Moriconi     Signature     Manager		The address in this Commonwea liability company is to be change 8080 Old York Road, Suite 225	lth to which the registered ed is: Elkins Park	PA	19027	Montgomery
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be signed by a duly authorized officer, general partner, member or manager thereof this          12       day of January       , 2017       .         DOCHOUSE, LLC         Name of Corporation/Limited Partnership/         Limited Liability Limited Partnership/         Justin Moriconi         Signature         Manager	(a) (b)	The address in this Commonwea liability company is to be change 8080 Old York Road, Suite 225 Number and Street The registered office of the corpo	lth to which the registered ed is: Elkins Park City oration, limited partnership	PA State	19027 Zip	Montgomery County shall be provided by:
be signed by a duly authorized officer, general partner, member or manager thereof this          12       day of January       , 2017       .         DOCHOUSE, LLC         Name of Corporation/Limited Partnership/         Limited Liability Limited Partnership/         Justin Moriconi         Signature         Manager	(a) (b) <u>c/o:</u>	The address in this Commonwea liability company is to be change 8080 Old York Road, Suite 225 Number and Street The registered office of the corport Name of Commercial Registered	Ith to which the registered ed is: Elkins Park City oration, limited partnership	PA State o or limited lia	19027 Zip ability company	Montgomery County shall be provided by: County
12       day of January       , 2017       .         DOCHOUSE, LLC         Name of Corporation/Limited Partnership/         Limited Liability Limited Partnership/         Justin Moriconi         Signature         Manager	(a) (b) <u>c/o:</u> 4.	The address in this Commonwea liability company is to be change 8080 Old York Road, Suite 225 Number and Street The registered office of the corporations Name of Commercial Registered For corporations only: Such charges	Ith to which the registered ed is: Elkins Park City oration, limited partnership Office Provider ange was authorized by the	PA State o or limited lia Board of Dir	19027 Zip ability company	Montgomery County shall be provided by: County poration.
DOCHOUSE, LLC Name of Corporation/Limited Partnership/ Limited Liability Limited Partnership/Limited Liability Company Justin Moriconi Signature Manager	(a) (b) <u>c/o:</u> 4. IN	The address in this Commonwea liability company is to be change 8080 Old York Road, Suite 225 Number and Street The registered office of the corporations Name of Commercial Registered For corporations only: Such char TESTIMONY WHEREOF, the un	Ith to which the registered ed is: Elkins Park City oration, limited partnership Office Provider ange was authorized by the ndersigned has caused this	PA State o or limited lia Board of Dir Statement or	19027 Zip ability company ectors of the cor Certificate of C	Montgomery County shall be provided by: County poration.
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Manager	(a) (b) <u>c/o:</u> 4. IN be	The address in this Commonwea liability company is to be change 8080 Old York Road, Suite 225 Number and Street The registered office of the corporations Name of Commercial Registered For corporations only: Such cha TESTIMONY WHEREOF, the un signed by a duly authorized office	Ith to which the registered ed is: Elkins Park City oration, limited partnership Office Provider ange was authorized by the ndersigned has caused this rr, general partner, member 017	PA State o or limited lia Board of Dir Statement or or manager th Name of C	19027 Zip ability company ectors of the cor Certificate of C nereof this DOCHOUSE, I orporation/Limi	Montgomery County shall be provided by: County poration. hange of Registered Office to
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### COMMONWEALTH OF PENNSYLVANIA

### DEPARTMENT OF STATE

### 11/12/2020

### TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

### DOCHOUSE, LLC

I, Kathy Boockvar, Secretary of the Commonwealth of Pennsylvania, do hereby certify that the foregoing and annexed is a true and correct copy of

Creation Filing filed on Feb 9, 2015 Effective Mar 1, 2015 - Pages (2) Amendment filed on Apr 10, 2015 - Pages (2) Amendment filed on May 13, 2016 - Pages (2) Amendment filed on Jan 12, 2017 - Pages (1)

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

Booka

Secretary of the Commonwealth

Certification Number: TSC201112090330-1

Verify this certificate online at http://www.corporations.pa.gov/orders/verify

### PENNSYLVANIA DEPARTMENT OF STATE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Zip Code

### Certificate of Organization Domestic Limited Liability Company (15 Pa.C.S. § 8913)

Name Justin S. Moriconi Address

Elkins Park, PA 19027

State

302 Stowe Rd.

Document will be returned to the

Commonwealth of Pennsylvania CERTIFICATE OF ORGANIZATION 3 Page(s)



Fee: \$125

City

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

 The name of the limited liability company (designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation):
 Compassion Organics, LLC

	Number and Street Flowing Springs Rd.	City Chester Sprin	State	Zip 19425	County USA
--	--	-----------------------	-------	--------------	---------------

<ol> <li>The name and address, includin page 2):</li> </ol>	ng street and number, if any, of each organizer is (all organizers must sign on
Name Christopher McGowan	Address 2127 Flowing Springs Rd., Chester Springs, PA 19425
Justin S. Moriconi	302 Stowe Rd., Elkins Park, PA 19027
Adam C. Lazarow	1708 Christian St. #B, Philadelphia, PA 19146

### PA DEPT. OF STATE

FEB 0 2015

- 4. Strike out if inapplicable term
  - A member's interest in the company is to be evidenced by a certificate of membership interest.
- Strike out if inapplicable: Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: March 1, 2015 month date year hour, if any

 Strike out if inapplicable: The company is a restricted professional company organized to render the following restricted professional service(5):

8. For additional provisions of the certificate, if any, attach an 81/2 x 11 sheet.

IN TE signed	STIMONY this Certific	WHEREOF, the orga ate of Organization t	nizer(s) has (have) his
4	h day of	WAN , 12015.	56
0	ß-	til_	
Ŭ,	eni	Signature	
X	K.	Signetture	
Ĺ	))	Signature	

di est

Entity #: 4329884
Date Filed: 04/10/2015
Pedro A. Cortés
Acting Secretary of the Commonwealth

### PENNSYLVANIA DEPARTMENT OF STATE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

### Certificate of Amendment-Domestic

(15 Pa.C.S.)

Limited Partnership (§ 8512) Limited Liability Company (§ 8951)

Justin Moriconi

302 Stowe Rd.

Elkins Park, PA 19027

Commonwealth of Pennsylvania LIMITED LIABILITY AMENDMENT 4 Page(s)



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to certificate of amendment), the undersigned, desiring to amend its Certificate of Limited Partnership/Organization, hereby certifies that:

Zip Code

1. The name of the limited partnership/limited liability company is: Compassion Organics, LLC

2. The date of filing of the original Certificate of Limited Partnership/Organization: 02/09/2015

3. Check, and if appropriate complete, one of the following:

\* The amendment adopted by the limited partnership/limited liability company, set forth in full, is as follows:

Name Change to 3BUDS, LLC

The amendment adopted by the limited partnership/limited liability company is set forth in full in Exhibit A attached hereto and made a part hereof.

4. Check, and if appropriate complete, one of the following:

★ The amendment shall be effective upon filing this Certificate of Amendment in the Department of State.

The amendment shall be effective on.d

Date Hour

PA DEPT. OF STATE

APR 1 0 2015

5. Check if the amendment restates the Certificate of Limited Partnership/Organization:

The restated Certificate of Limited Partnership/Organization supersedes the original Certificate of Limited Partnership/Organization and all previous amendments thereto.

l <sup>6th</sup>	day of April	<u>,</u> 2015	
	S, LLC		
	of Limited Partner	ship/Limited Liability Co	mpany

PENNSYLVANIA DEPARTMENT OF STATE BUREAU OF CORPORATIONS AND CHARITABLI	E ORGANIZATIONS	Entity# : 4329884 Date Filed : 05/13/2016 Pedro A. Cortés
Return document by mail to:         JUSTIN       MORICONI         Name       302       STOWE RD.         Address       ELKINS PARK PA       PO27         City       State       Zip Code         Return document by email to:       USTINMORICONI (PAHO).(OM)         Read all instructions prior to completing. This form may be	Certificate of Am Limited Partnership/Li	Secretary of the Commonwealth endment - Domestic mited Liability Company 0516JM1383
Fee: \$70 Check one: Limited Partnership (§ 8512) In compliance with the requirements of the applicable pundersigned, desiring to amend its Certificate of Limited P	Limited Liability Cor provisions (relating to certif Partnership/Organization, her	icate of amendment), the
The name of the limited partnership/limited liability co       Z. The date of filing of the original Certificate of Limited	3BUDS, LL	
3. Check, and if appropriate complete, one of the follow The amendment adopted by the limited partnership/ follows: <u>CHANGED NAME FROM</u> <u>`DOCHOUSE, LLC'</u> The amendment adopted by the limited partnership/ Exhibit A attached hereto and made a part hereof.	limited liability company, se <u>3BUDS, UC</u> 7	t forth in full, is as
<ul> <li>4. Check, and if appropriate complete, one of the follo</li> <li> The amendment shall be effective upon filing this 0 State.</li> <li>X The amendment shall be effective on: 05 Date (M</li> </ul>	Certificate of Amendment in $\frac{109}{2016}$ at	the Department of (if any)

PA DEPT. OF STATE MAY 13 2016 5. Check if the amendment restates the Certificate of Limited Partnership/Organization:

\_\_\_\_ The restated Certificate of Limited Partnership/Organization supersedes the original Certificate of Limited Partnership/Organization and all previous amendments thereto.

limited par	MONY WHEREOF tnership/limited lial certificate of Ame	, the undersigned bility company has endment to be executed
	ay of May	2016
<u></u> d	ay or	,,,
Do	CHOUSE	
		mited Liability Company
0	Signatu	re
$\mathbb{P}$	MANAGER	
	Title	

attended occountered	mail to:		Ch	ange of Re	Date Filed : 01/12/2 pis Pedro A. Cortés
stin S Moriconi			D	SCB: 15-1507/	55 Secretary of the Comm
ame 2 Stowe Rd.,				(rev. 7	/2015)
ddress					
kins Park	DA	19027			
ity	PA State	Zip Code			
Batum da aumant hu		Lip code			
Return document by			-		
Read all instructions	s prior to comple	ting. This form may b	e submitted	online at http	s://www.corporations.pa.gov/.
: \$5.00 The t	ype of domestic as	ssociation (check only or	ne):		
	Business Corporat	ion X Limited Liab	oility Company	y Limit	ed Liability Limited Partnership
	Nonprofit Corporat	tion Limited Part	mership		
n compliance with the	requirements of th	e applicable provisions	of 15 Pa.C.S.	§ 1507/5507/8	506/8906 (relating to change of
egistered office), the un	ndersigned domes	tic corporation, limited l	iability comp	any, limited par	tnership or limited liability
mited partnership, des	siring to effect a ch	ange of registered office	e, hereby state	s that:	
1. The name of the a	association is:	DOCHOUSE, LLC			
2. The current regist	tarad offica addras	e ac on file with the Der	artmant of St	ata. Completa r	part (a) OR (b) – not both:
-		-			
(a) 2127 Flowing Sp Number and Stre		Chester Springs	PA	19425	Chester
Number and Stre	eet	City	State	Zip	County
(b) c/o:					
Name of Co	ommercial Register	red Office Provider			County
3. New address. Co	mplete part (a) or	(b) - not both			
	,	• •	07 C.1		
(a) The address in th	iis Commonwealtr	to which the registered			ited partnership or limited
			office of the	corporation, inc	1 1
	is to be changed		PA	19027	Montgomery
liability company	y is to be changed Road, Suite 225	is:			
liability company 8080 Old York F Number and Stre	y is to be changed Road, Suite 225 ret	is: Elkins Park City	PA State	19027 Zip	Montgomery County
liability company 8080 Old York F Number and Stre (b) The registered of	y is to be changed Road, Suite 225 ret	is: Elkins Park	PA State	19027 Zip	Montgomery County
liability company 8080 Old York F Number and Stre (b) The registered of c/o:	y is to be changed Road, Suite 225 ret	is: Elkins Park City ation, limited partnership	PA State	19027 Zip	Montgomery County
liability company 8080 Old York F Number and Stre (b) The registered of c/o: Name of Comme	y is to be changed Road, Suite 225 et fice of the corpora rcial Registered O	is: Elkins Park City ation, limited partnership ffice Provider	PA State o or limited lia	19027 Zip ability company	Montgomery County shall be provided by: County
liability company 8080 Old York F Number and Stre (b) The registered of c/o: Name of Comme	y is to be changed Road, Suite 225 et fice of the corpora rcial Registered O	is: Elkins Park City ation, limited partnership	PA State o or limited lia	19027 Zip ability company	Montgomery County shall be provided by: County
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liability company 8080 Old York F Number and Stre (b) The registered of c/o: Name of Comme 4. For corporation IN TESTIMONY WF be signed by a duly at	y is to be changed Road, Suite 225 et fice of the corpora rcial Registered O as only:Such chang HEREOF, the und- uthorized officer,	is: Elkins Park City ution, limited partnership ffice Provider ge was authorized by the ersigned has caused this general partner, member 7	PA State o or limited lia Board of Dir Statement or or manager th Name of C	19027 Zip ability company ectors of the con Certificate of C hereof this DOCHOUSE, orporation/Limited Partnership Justin Morice	Montgomery County shall be provided by: County rporation. Thange of Registered Office to LLC LLC ited Partnership/ (Limited Liability Company oni

PENN File: January 12, 2017

Exhibit T3A-33

STATE OF NEVADA



KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings SAL OF

# OFFICE OF THE SECRETARY OF STATE

#### **Commercial Recordings Division**

202 N. Carson Street Carson City, NV 89701-4201 Telephone (775) 684-5708 Fax (775) 684-7138

Job:C20170914-0842

September 14, 2017

Jeri Armstrong Maupin, Cox & LeGoy PO Box 30000 RENO, NV, NV 89520

## Special Handling Instructions:

## Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Articles of Organization	20170392045-93	9/14/2017 11:27:42 AM	1	\$75.00	\$75.00
Copies - Certification of Document	20170392045-93	9/14/2017 11:27:42 AM	1	\$30.00	\$30.00
Total		and the second se			\$105.00

#### Payments

Туре	Description	Amount
Billed	750093	\$105.00
Total	11 4 13 13	\$105.00
		C

Credit Balance: \$0.00

Job Contents:	
Certified File Stamped Copy(s):	1
LLC Charter(s):	1
ILMM-ALMM(s):	1

Jeri Armstrong Maupin, Cox & LeGoy PO Box 30000 RENO, NV, NV 89520

## STATE OF NEVADA

BARBARA K. CEGAVSKE Secretary of State



JEFFERY LANDERFELT Deputy Secretary for Commercial Recordings

## OFFICE OF THE SECRETARY OF STATE

# **Certified Copy**

September 14, 2017

Job Number: C20170914-0842 Reference Number: Expedite: Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s) 20170392045-93

Description Articles of Organization Number of Pages 4 Pages/1 Copies



Respectfully, Bachara K. Cegarste

Barbara K. Cegavske Secretary of State

Certified By: Electronic Filing Certificate Number: C20170914-0842 You may verify this certificate online at http://www.nvsos.gov/

> Commercial Recording Division 202 N. Carson Street Carson City, Nevada 89701-4201 Telephone (775) 684-5708 Fax (775) 684-7138





BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Limited	es of Organization -Liability Company ANT TO NRS CHAPTER 86)	Filed in the office of Barbara K. Cegavsko Secretary of State State of Nevada	20170 Filing Dat 09/14/ Entity Nut	392045-93 e and Time 2017 11:27 Al
USE BLACK INK ONLY - DO	NOT HIGHLIGHT	(This document was fi ABOVE S		tronically.) R OFFICE USE ONLY
1. Name of Limited- Liability Company: (must contain approved limited-liability company wording; see instructions)	DWC INVESTMENTS, LLC	Check b Series Li	oxifa mited-R	Check box if a estricted Limited- iability Company
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: MAUPIN, CO Name Noncommercial Registered Agent (name and address below)	Office or Resition	n with Ent	
	Name of Noncommercial Registered Agent OR Name Street Address Mailing Address (if different from street address)	of Title of Office or Other Position w City City	Nevada	Zip Code
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve			20000
4. Management: (required)	Company shall be managed by: Manage	er(s) OR Merr	nber(s)	
5. Name and Address of each Manager or Managing Member: (attach additional page if	1) CLINT CATES Name 1645 CRANE WAY Street Address	SPARKS City	NV State	89431 Zip Code
more than 3)	2) SEAN DEVLIN Name			
	1645 CRANE WAY Street Address	SPARKS City	NV State	89431 Zip Code
	3) SCOTT DUNSEATH Name	CDADKC	NV	80.421
	1645 CRANE WAY Street Address	City	State	89431 Zip Code
6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	I declare, to the best of my knowledge under penalty of perjuthat pursuant to NRS 239.330, it is a category C felony to know the Secretary of State. KURT O HUNSBERGER Name	Wingly offer any false or forged instru KURT 0 HUNSBERGER Organizer Signature	ment for fil	ing in the Office of
	4785 CAUGHLIN PARKWAY Address	City	State	89519-2000 Zip Code
7. Certificate of Acceptance of	I hereby accept appointment as Registered A X MAUPIN, COX & LEGOY, A PROFESSIONAL CORPU	gent for the above named Er		
Appointment of Registered Agent:	Authorized Signature of Registered Agent or On Beh	9/14/2017 Date		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 DLLC Articles Revised: 10-1-15

# Articles of Organization

CONTINUED Includes data that is too long to fit in the fields on the NRS 86 Form and all additional managers and organizers

ENTITY NAME:	DWC INVESTMENTS, LLC
FOREIGN NAME TRANSLATION:	NOTAPPLICABLE
REGISTERED AGENT NAME:	MAUPIN, COX & LEGOY, A PROFESSIONAL CORPORATION
STREET ADDRESS:	NOTAPPLICABLE
MAILING ADDRESS:	NOTAPPLICABLE

ADDITIONAL MANAGER/MEMBERS	
CHRISTOPHER O'NEAL	
1645 CRANEWAY	
SPARKS, NV 89431	
MARK PITCHFORD	
1645 CRANEWAY	
SPARKS, NV 89431	2

PAGE 2



\*050106\*



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

# Articles of Organization Limited-Liability Company (PURSUANT TO NRS CHAPTER 86)

USE BLACK INK ONLY - DO	NOT HIGHLIGHT	A	BOVE SPACE IS FOR OFFICE USE ONLY
1. Name of Limited- Liability Company: (must contain approved limited-liability company wording; see instructions)	DWC Investments, LLC	Se	heck box if a Check box if a Restricted Limited- bility Company Liability Company
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: Maupin, Cox & Name Noncommercial Registered Agent (name and address below)	Office or P	Corporation Position with Entity d address below)
	Name of Noncommercial Registered Agent OR Name of	Title of Office or Other Pos	sition with Entity
	Street Address	City	Zip Code
	Mailing Address (if different from street address)	City	Nevada Zip Code
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (i	f existence is not perpet	ual):
4. Management: (required)	Company shall be managed by: Manager	(s) OR (check only one box)	Member(s)
5. Name and Address of each	1) CLINT CATES Name		
Manager or Managing Member: (attach additional page if more than 3)	1645 CRANE WAY         Street Address         2) SEAN DEVLIN, M.D.	SPARKS City	NV 89431 State Zip Code
	Name 1645 CRANE WAY Street Address 3) SCOTT DUNSEATH	SPARKS City	NV 89431 State Zip Code
	Name 1645 CRANE WAY Street Address	SPARKS City	NV 89431 State Zip Code
6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	I declare, to the best of my knowledge under penalty of perjury that pursuant to NRS 239.330, it is a category C felony to know the Secretary of State. KURT O. HUNSBERGER Name 4785 CAUGHLIN PKWY Address	that the information contain ingly offer any false or forged Organizer Signature RENO City	And herein is correct and acknowledge d instrument for filing in the Office of NV 89519 State Zip Code
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Age X Authorized Signature of Registered Agent or On Behalf		09/14/2017

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 85 DLLC Articles Revised: 10-1-15

# ARTICLES OF ORGANIZATION: DWC INVESTMENTS, LLC CONTINUED...

5. Name and Address of each Manager or Managing Member:

CHRISTOPHER O'NEAL 1645 CRANE WAY SPARKS, NV 89431

MARK PITCHFORD 1645 CRANE WAY SPARKS, NV 89431

# SECRETARY OF STATE



# LIMITED LIABILITY COMPANY CHARTER

I, Barbara K. Cegavske, the Nevada Secretary of State, do hereby certify that **DWC INVESTMENTS, LLC** did on September 14, 2017, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



Certified By: Electronic Filing Certificate Number: C20170914-0842 You may verify this certificate online at http://www.nvsos.gov/ IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 14, 2017.

Barbara K. Cegevske

Barbara K. Cegavske Secretary of State

AN A PER		nonwealth of 'illiam Francis	Massachusetts Galvin	Minimum Fee: \$500.0
	On	e Ashburton Place Boston, MA 0210	8-1512	Special Filing Instructions
W WOLL	1	Felephone: (617) 7	27-9640	
Certificate of Orga General Laws, Chapter				
Identification Numbe	er: <u>001355881</u>			
1. The exact name o	f the limited liability	company is: <u>ESK</u>	AR LLC	
2a. Location of its p	incipal office:			
No. and Street:	15 FORBES ST	TREET		
	APARTMENT	2		
City or Town:	BOSTON	State: MA	Zip: <u>02130</u>	Country: USA
2b. Street address o	f the office in the Co	mmonwealth at w	nich the records will	be maintained:
No. and Street:	15 FORBES STR APARTMENT 2	<u>EET</u>		
City on Taura		Ctatas M	A 7: 02120	Country: USA
3. The general chara service, the service		State: <u>M</u> d if the limited liab		anized to render professiona
3. The general chara service, the service AGRICULTURE	cter of business, and to be rendered:	d if the limited liab		
3. The general chara service, the service AGRICULTURE	cter of business, and	d if the limited liab		
service, the service AGRICULTURE 4. The latest date of 5. Name and address	cter of business, and to be rendered: dissolution, if specifi s of the Resident Age	d if the limited liab ed: <u>12/31/2050</u> ent:	ility company is orga	
3. The general chara service, the service AGRICULTURE 4. The latest date of 5. Name and address Name:	cter of business, and to be rendered: dissolution, if specifi s of the Resident Age <u>MICHAEL RIC</u>	d if the limited liab ed: <u>12/31/2050</u> ent: CHARD HUNNEY	ility company is orga	
3. The general chara service, the service AGRICULTURE 4. The latest date of 5. Name and address Name:	cter of business, and to be rendered: dissolution, if specifi s of the Resident Age <u>MICHAEL RIC</u> 12 FORBES ST	d if the limited liab ed: <u>12/31/2050</u> ent: CHARD HUNNEY <u>TREET</u>	ility company is orga	
3. The general chara service, the service AGRICULTURE 4. The latest date of 5. Name and address Name: No. and Street:	cter of business, and to be rendered: dissolution, if specifi s of the Resident Age <u>MICHAEL RIG</u> 12 FORBES ST <u>APARTMENT</u>	d if the limited liab ed: <u>12/31/2050</u> ent: <u>CHARD HUNNEY</u> <u>IREET</u> <u>2</u>	ility company is orga	anized to render professiona
3. The general chara service, the service <u>AGRICULTURE</u> 4. The latest date of 5. Name and address	cter of business, and to be rendered: dissolution, if specifi s of the Resident Age <u>MICHAEL RIC</u> 12 FORBES ST	d if the limited liab ed: <u>12/31/2050</u> ent: CHARD HUNNEY <u>TREET</u>	ility company is orga	
3. The general chara service, the service AGRICULTURE 4. The latest date of 5. Name and address Name: No. and Street: City or Town: I, <u>MICHAEL RICHAR</u>	cter of business, and to be rendered: dissolution, if specifi s of the Resident Age <u>MICHAEL RIG</u> <u>12 FORBES ST APARTMENT</u> <u>BOSTON</u> D HUNNEWELL resid	d if the limited liab ed: <u>12/31/2050</u> ent: <u>CHARD HUNNEY</u> <u>TREET</u> <u>2</u> State: <u>MA</u> ent agent of the al	ility company is orga <u>VELL</u> Zip: <u>02130</u> pove limited liability	anized to render professiona
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3. The general chara service, the service AGRICULTURE 4. The latest date of 5. Name and address Name: No. and Street: City or Town: I, <u>MICHAEL RICHAR</u> appointment as the in Section 12. 6. The name and bus Title	cter of business, and to be rendered: dissolution, if specifi s of the Resident Age <u>MICHAEL RIG</u> <u>12 FORBES ST</u> <u>APARTMENT</u> <u>BOSTON</u> D HUNNEWELL resider resident agent of the siness address of eac Indiv First, M	d if the limited liab ed: <u>12/31/2050</u> ent: <u>CHARD HUNNEY</u> <u>TREET</u> <u>2</u> State: <u>MA</u> ent agent of the al above limited liab ch manager, if any /idual Name iddle, Last, Suffix	Ility company is orga VELL Zip: 02130 Dove limited liability of ility company pursua : Ad Address, C	Country: <u>USA</u> Country: <u>USA</u> company, consent to my ant to G. L. Chapter 156C dress (no PO Box) ity or Town, State, Zip Code 12 FORBES STREET
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Title	Individual Name	Address (no PO Box)
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code
	s address of the person(s) authorized at purporting to affect an interest in rea	to execute, acknowledge, deliver and record I property:
Title	Individual Name	Address (no PO Box)
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code
REAL PROPERTY	MICHAEL RICHARD HUNNEWELL	15 FORBES STREET BOSTON, MA 02130 USA
REN G MILLER	<b>PENALTIES OF PERJURY, this 28</b> <i>the certificate must be signed by the per</i>	

# THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

November 28, 2018 11:39 AM

Hatian Fraingalies

WILLIAM FRANCIS GALVIN Secretary of the Commonwealth DocuSign Envelope ID: ABFDB6BB-B64B-411D-BDF9-9279A7EB1551

Exhibit T3A-35

Wyoming

Secretary of State

Wyoming Secretary of State

2020 Carey Avenue Suite 700 Cheyenne, WY 82002-0020 Ph. 307-777-7311 For Office Use Only Ed Murray, WY Secretary of State FILED: Mar 13 2017 5:17PM Original ID: 2017-000745801

# Limited Liability Company Articles of Organization

- I. The name of the limited liability company is: Green Light Holdings LLC
- II. The name and physical address of the registered agent of the limited liability company is:

National Registered Agents, Inc. 1908 Thomes Ave Cheyenne, WY 82001

III. The mailing address of the limited liability company is: 3800 Embassy Pkwy, Suite 300

Akron, OH 44333

- IV. The principal office address of the limited liability company is: 3800 Embassy Pkwy, Suite 300 Akron, OH 44333
- V. The organizer of the limited liability company is:

Melinda Pierce 300 W Clarendon Ave., Suite 240, Phoenix, AZ 85013

Signature:	MELINDA PIERCE	Date: 03/13/2017
Print Name:	MELINDA PIERCE	
Title:	Sr. Account Executive	
Email:	melinda@nationaldoc.com	
Daytime Phone #:	(602) 274-5578	

Page 1 of 4



Secretary of State

2020 Carey Avenue Suite 700 Cheyenne, WY 82002-0020 Ph. 307-777-7311

- I am the person whose signature appears on the filing; that I am authorized to file these documents on behalf of the business entity to which they pertain; and that the information I am submitting is true and correct to the best of my knowledge.
- ✓ I am filing in accordance with the provisions of the Wyoming Limited Liability Company Act, (W.S. 17-29-101 through 17-29-1105) and Registered Offices and Agents Act (W.S. 17-28-101 through 17-28-111).
- ✓ I understand that the information submitted electronically by me will be used to generate Articles of Organization that will be filed with the Wyoming Secretary of State.
- ✓ I intend and agree that the electronic submission of the information set forth herein constitutes my signature for this filing.
- ☑ I have conducted the appropriate name searches to ensure compliance with W.S. 17-16-401.

Notice Regarding False Filings: Filing a false document could result in criminal penalty and prosecution pursuant to W.S. 6-5-308.

## W.S. 6-5-308. Penalty for filing false document.

(a) A person commits a felony punishable by imprisonment for not more than two (2) years, a fine of not more than two thousand dollars (\$2,000.00), or both, if he files with the secretary of state and willfully or knowingly:

(i) Falsifies, conceals or covers up by any trick, scheme or device a material fact;

(ii) Makes any materially false, fictitious or fraudulent statement or representation; or

(iii) Makes or uses any false writing or document knowing the same to contain any materially false, fictitious or fraudulent statement or entry.

✓ I acknowledge having read W.S. 6-5-308.

Filer is: 🗸 An Individual 🗌 An Organization

#### Filer Information:

By submitting this form I agree and accept this electronic filing as legal submission of my Articles of Organization.

Signature:	MELINDA PIERCE	Date: 03/13/2017
Print Name:	MELINDA PIERCE	
Title:	Sr. Account Executive	
Email:	melinda@nationaldoc.com	
Daytime Phone #:	(602) 274-5578	

Page 2 of 4

DocuSign Envelope ID: ABFDB6BB-B64B-411D-BDF9-9279A7EB1551

Wyoming Secretary of State

Secretary of State

2020 Carey Avenue Suite 700 Cheyenne, WY 82002-0020 Ph. 307-777-7311

# **Consent to Appointment by Registered Agent**

National Registered Agents, Inc., whose registered office is located at 1908 Thomes Ave, Cheyenne, WY 82001, voluntarily consented to serve as the registered agent for Green Light Holdings LLC and has certified they are in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

I have obtained a signed and dated statement by the registered agent in which they voluntarily consent to appointment for this entity.

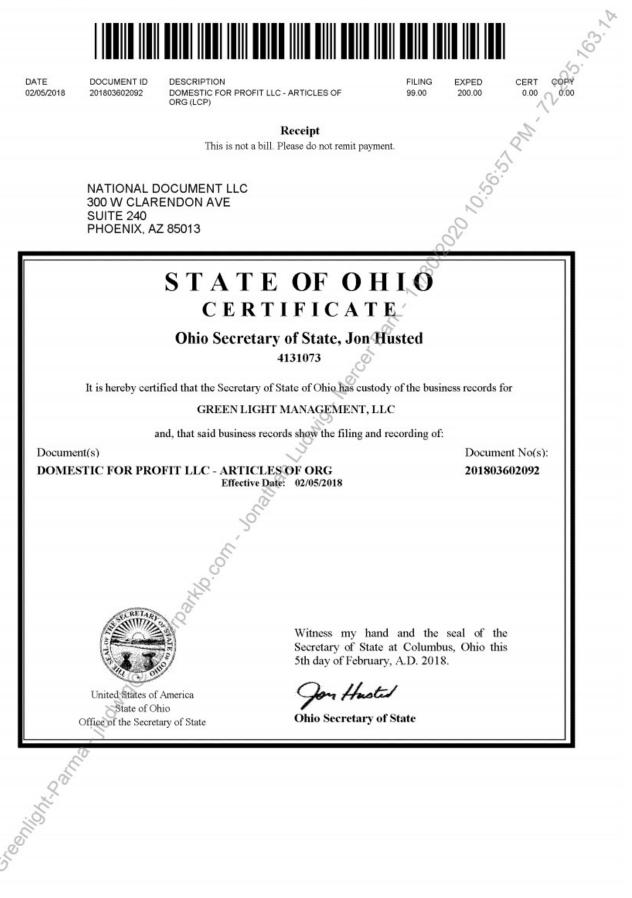
Signature:	MELINDA PIERCE	Date: 03/13/2017
Print Name:	MELINDA PIERCE	
Title:	Sr. Account Executive	
Email:	melinda@nationaldoc.com	
Daytime Phone #:	(602) 274-5578	

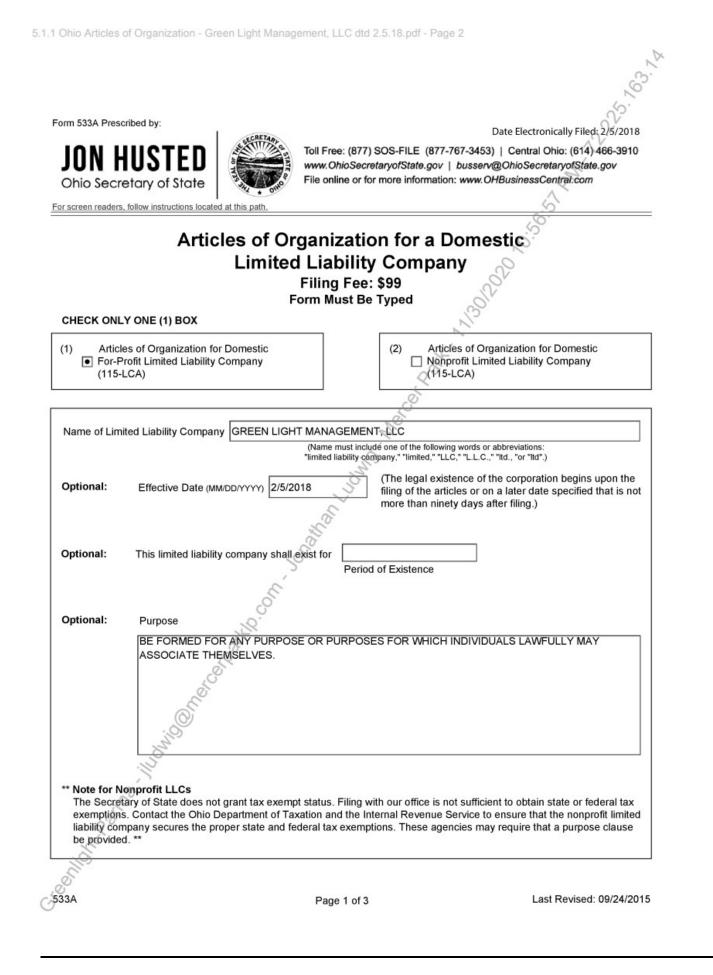
Page 3 of 4



Page 4 of 4

5.1.1 Ohio Articles of Organization - Green Light Management, LLC dtd 2.5.18.pdf - Page 1





The undersigned aut				1
no anaoioignoù aa	horized member(s), manage	er(s) or representative(s) of		2 and a
GREEN LIGHT M	IANAGEMENT, LLC			<u> </u>
		(Name of Limited Liability Company)	201	5.
		gent upon whom any process, n be served. The complete addre		uired or permitted by
NATIONAL R	EGISTERED AGENTS, INC	D.		
(Name of Statuto		····	N. C.	
		2		
	N COMMONS WAY, SUITE	125		
(Mailing Address)		Mo		
COLUMBUS		o.	ОН	43219
	Ac	ceptance of Appointmen	ıt	
		2		
he Undersigned,	NATIONAL REGISTERED	AGENTS, INC.		, named herein as the
	(Name of Statutory Agent)			
	art			
statutory agent for	GREEN LIGHT MANAGEN	IENT, LLC		
	(Name of Limited Liability Compar	ny)		
	and			
ereby acknowledge	s and accepts the appointm	nent of statutory agent for said li	mited liability compar	ıy.
Statutory Agent Sign	ASHLEY GREENE			
11.0H. P. C. L. P. C.	L	ure / Signature on Behalf of Business So	erving as Agent)	

By signing and submitting this form has the requisite authority to execut	to the Ohio Secretary of State, the undersigned e this document.	hereby certifies that he or she
		N
Required	NATIONAL DOCUMENT, LLC	1
Articles and original appointment of agent must	Signature	
be signed by a member, manager or other representative.	ASHLEY GREENE	0.
o otier representative.	By (if applicable)	0
f the authorized representative		OV
s an individual, then they nust sign in the "signature"	-	2v
box and print his/her name n the "Print Name" box.	Print Name	<u> </u>
f the authorized representative s a business entity, not an	×	
ndividual, then please print	Q'0	
he entity name in the signature" box, an	Signature	
uthorized representative	No.	
of the business entity nust sign in the "By" box	By (if applicable)	
and print his/her name and	.0	
itle/authority in the Print Name" box.	8ª	
	Print Name	
	Signature	
	Ś	
7	By (if applicable)	
3		
S. S	Print Name	
and the second se	1 mit Hanto	
Shing Rating in the second		
Ship anno		
3A		

:	1		

- - -	Form LLLC-5.5 December 2003 Jesse White Secretary of State Department of Business Services Limited Liability Company Division Room 351, Howlett Building Springfield, IL 62756 http://www.cyberdriveillinois.com Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."		on SUBMININ DUPLICATE Must be typewritten This space for use by Secretary of State Date 4/11/14 Assigned File # 04673468		04673468
-	1.	Limited Liability Company	0	ies Dispensaries, LLC	
-		(The LLC name must contain the w inc., Itd., co., limited partnership, or		C. or LLC and cannot contain the	terms corporation, corp., incorporated,
-	2.	The address of its princip 200 N. 8th Street, Low	al place of business: (Po er Level, Quincy, IL 62	st office box alone and o 306	/o are unacceptable.)
-	3.	The Articles of Organizati	on are effective on: (Che	ck one)	· ·
-	•	a) the filing date,	or b) another dat to the filing		e than 60 days subsequent rear)
_	4.	The registered agent's na	me and registered office	address is:	
		Registered agent:	Charles First Name	Middle Initial	Couri Last Name
-		Registered Office:	11 Hamilton Blvd.		14th Floor
		(P.O. Box and c/o are unacceptable) _F	Number Peoria	Street 61602	Suite # Peoria
-	5.	(If not sufficient space to cover this	point, add one or more sheets of	his size.)	<i>County</i> ess code # (IRS Form 1065). panies may be organized under
		this Act."			
_					
<b>m</b> 9					
_	6.	The latest date, if any, up	on which the company is	to dissolve	day, year)
		Any other events of dissol	ution enumerated on an	attachment. (Optional)	
-					
-					LLC-4.8

-,	л.	*			
-	LL( 7.	C-5.5 Other provisions for the regulation of the internation	al affairs of th	e LLC per Section 5-5 (a	a) (8) included as attachment:
-		If yes, state the provisions(s) from the ILLCA.	Yes .	⊠ No	
-	8.	a) Management is by manager(s): If yes, list names and business addresses. Robert J. Lansing	🗙 Yes	No No	
_		200 N. 8th, Lower Level Quincy, IL 62306			
-		b) Management is vested in the member(s): If yes, list names and addresses.	🗌 Yes	X No	
-					
-					
-	9.	I affirm, under penalties of perjury, having author of my knowledge and belief, true, correct and co		ereto, that these articles	of organization are to the best
~		Dated April 9 (Month/Day)	· 2014 (Year)	-	
-		Signature(s) and Name(s) of Organizer(s)		Adda 411 Hamilton Blvd.	ress(es) . 14th Floor
	١.	Charles Couri, Organizer	1.	Number Peoria	Street
-		(Type or print name and title)			
		(Type of print hand and help			ty/Town 61602
		(Name if a corporation or other entity)		Cillinois State	61602 ZIP Code
	2.		2.	Illinois	61602
_	2.	(Name if a corporation or other entity)	2.	Illinois State Number	61602 ZIP Code
-		(Name if a corporation or other entity) Signature		Illinois State Number	61602 ZIP Code
-	2. 3.	(Name if a corporation or other entity) Signature (Type or print name and title)	2. 2. 3.	Illinois State Number Ci	61602 ZIP Code Street
-		(Name if a corporation or other entity) Signature (Type or print name and title) (Name if a corporation or other entity)		Illinois State Number Ci State Number	61602 ZIP Code Street ity/Town ZIP Code
		(Name if a corporation or other entity) Signature (Type or print name and title) (Name if a corporation or other entity) Signature		Illinois State Number Ci State Number	61602 ZIP Code Street Ity/Town ZIP Code Street
	3. (Sigr	(Name if a corporation or other entity) Signature (Type or print name and title) (Name if a corporation or other entity) Signature (Type or print name and title) (Name if a corporation or other entity) natures must be in ink on an original document. Ca	3.	Illinois State Number Ci State Number Ci State	61602 ZIP Code Street ity/Town ZIP Code Street

# OFFICE OF THE SECRETARY OF STATE

APRIL 11, 2014

· .

.,

JESSE WHITE • Secretary of State

0467346-8

- CHARLES COURI 411 HAMILTON BLVD, 14TH FLOOR PEORIA, IL 61602-0000
- RE HERBAL REMEDIES DISPENSARIES, LLC
- DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF ORGANIZATION THAT CREATED YOUR LIMITED LIABILITY COMPANY. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

- PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS ANNIVERSARY MONTH NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR DISSOLUTION/REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.
- FOR A LIMITED LIABILITY COMPANY THAT INTENDS TO PROVIDE CERTAIN PRO-FESSIONAL SERVICES FOR WHICH INDIVIDUALS ARE REQUIRED TO BE LICENSED, A CERTIFICATE OF REGISTRATION MUST BE OBTAINED FROM THE ILLINOIS DEPART-
- MENT OF FINANCIAL AND PROFESSIONAL REGULATION. IF THE LLC IS SO REGIS-TERED, THE CURRENT ADDRESS FROM WHICH THE PROFESSIONAL SERVICES ARE PRO-VIDED MUST ALSO BE ON RECORD WITH THIS OFFICE.
- MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS, Dear White

JESSE WHITE SECRETARY OF STATE DEPARTMENT OF BUSINESS SERVICES LIMITED LIABILITY DIVISION (217) 524-8008

Exhibit T3A-38

STATE OF NEVADA

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings

# MAUPIN COX & LEGOY

NV

## **Special Handling Instructions:** 24HR 1FSC, EMAIL JARMSTRONG@MCLLAWFIRM.COM, 1/31/17 MJT

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Articles of Incorporation	20170046924-05	1/31/2017 1:45:01 PM	1	\$75.00	\$75.00
24 Hour Expedite	20170046924-05	1/31/2017 1:45:01 PM	1	\$125.00	\$125.00
Total					\$200.00

Payments

Туре	Description	Amount
Billed	750093	\$200.00
Total		\$200.00
6		<b>a 1 b 1 b a a a</b>

Credit Balance: \$0.00

1 1

1

Job Contents: File Stamped Copy(s): Corp Charter(s): ILO-ALO Profit(s):

MAUPIN COX & LEGOY

NV



SECRETARY OF STATE

Job:C20170131-3283

Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701-4201 Telephone (775) 684-5708 Fax (775) 684-7138

January 31, 2017



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Articles of Incorporation (PURSUANT TO NRS CHAPTER 78)



Filed in the office of Document Number 20170046924-05 Barbara K. Cegavske Secretary of State State of Nevada Entity Number E0049162017-8

USE BLACK INK ONLY - DO	NOT HIGHLIGHT		ABOVE S	PACE IS FOR	R OFFICE USE ONLY	
1. Name of Corporation:	KLYMB Project Management, Inc.					
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: Maupin, Co Name Noncommercial Registered Agent (name and address below)		ofessional Corpo Office or Position (name and addre	with Entit	y	
	Name of Noncommercial Registered Agent OR Name	ne of Title of Office o	r Other Position w	th Entity		
	[			Nevada	[]	
	Street Address	City		Jinerada	Zip Code	
				Nevada		
	Mailing Address (if different from street address)	City			Zip Code	
3. Authorized Stock: (number of shares corporation is authorized to issue)		value share: \$	Number of shares without par value:		2500	
4. Names and Addresses of the	1) Dr. Sean Devlin Name					
Board of	5422 Longley Lane, Suite A	Reno		NV	89511	
Directors/Trustees: (each Director/Trustee	Street Address	City		State	Zip Code	
must be a natural person at least 18 years of age;	2) Scott Dunseath					
attach additional page if	Name	Reno		NV	89511	
more than two directors/trustees)	5422 Longley Lane, Suite A Street Address	City		State	Zip Code	
5. Purpose: (optional;	The purpose of the corporation shall be:	Oity	6. Benefit C			
required only if Benefit Corporation status selected)			(see instructions)		Yes	
7. Name, Address and Signature of	I declare, to the best of my knowledge under penalty of p that pursuant to NRS 239.330, it is a category C felony to the Secretary of State.	rjury, that the informa knowingly offer any fa	tion contained here ise or forged instru	ein is correct ment for fillin	and acknowledge g in the Office of	
Incorporator: (attach	Kurt O. Hunsberger	TXIVL				
additional page if more than one incorporator)	Name	Incorporator S	Signature			
	4785 Caughlin Parkway	Reno		NV	89519	
	Address	City		State	Zip Code	
8. Certificate of Acceptance of	I hereby accept appointment as Registered	Agent for the ab	ove named En	tity.		
Appointment of	X			01/30/20	017	
Registered Agent:	Authorized Signature of Registered Agent or On B	ahalf of Registered	Agent Entity	Date		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles Revised: 1-5-15

# Articles of Incorporation

Box 4 - Names and Address of the Board of Directors/Trustees:

3)	Christopher O'Neal 5422 Longley Lane	Reno,	NV	89511
4)	Mark Pitchford 5422 Longley Lane	Reno,	NV	89511
5)	Jeffrey Biales 5422 Longley Lane	Reno,	NV	89511

# SECRETARY OF STATE



# **CORPORATE CHARTER**

I, BARBARA K. CEGAVSKE, the duly elected and qualified Nevada Secretary of State, do hereby certify that **KLYMB PROJECT MANAGEMENT, INC.**, did on January 31, 2017, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



Certified By: Merideth Taylor Certificate Number: C20170131-3283 You may verify this certificate online at http://www.nvsos.gov/

0.5 (mil 0.01)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on January 31, 2017.

Barbara K. Cegerste

BARBARA K. CEGAVSKE Secretary of State





BARBARA K. CEGAVSKE BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

# Articles of Organization

Limited	es of Organization -Liability Company ANT TO NRS CHAPTER 86)	Filed in the office of تلقدامعيد لايهيمان Barbara K. Cegavsky Secretary of State State of Nevada	e 20160008290-18 Filing Date and Time 01/08/2016 7:45 AM Entity Number		
USE BLACK INK ONLY - DO			E0008542016-4 SPACE IS FOR OFFICE USE ONLY		
1. Name of Limited-		Check	1		
Liability Company: (must contain approved limited-liability company wording; see instructions)	KYND-STRAINZ LLC	Series L			
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: Name Noncommercial Registered Agent (name and address below)	OFF Office or Positic (name and addr			
	KIERA SEARS Name of Noncommercial Registered Agent OR Na	ame of Title of Office or Other Position v	vith Entity		
	201 W. LIBERTY ST. SUITE 201	RENO	Nevada 89501		
	Street Address	City	Zip Code		
	201 W. LIBERTY ST. SUITE 201	RENO	Nevada 89501		
6 BL 1.1	Mailing Address (if different from street address)	City	Zip Code		
3. Dissolution Date: (optional)	Latest date upon which the company is to diss	olve (if existence is not perpetual):			
4. Management: (required)	Company shall be managed by: X Mar	nager(s) OR Mer	mber(s)		
5. Name and Address of each	1) THE CANOPY NV, LLC Name	·····			
Manager or	201 W. LIBERTY ST. SUITE 201	RENO	NV 89501		
Managing Member:	Street Address	City	State Zip Code		
(attach additional page if more than 3)	2)				
1905-1906-1927-1997 <b>4</b> 9	Name				
	Street Address	City	State Zip Code		
	3) Name				
	Name				
	Street Address	City	State Zip Code		
6. Effective Date and Time: (optional)	Effective Date:	Effective Time:			
7. Name, Address and Signature of	I declare, to the best of my knowledge under penalty of that pursuant to NRS 239.330, it is a category C felony t the Secretary of State.	o knowingly offer any false or forged instr	rein is correct and acknowledge ument for filing in the Office of		
Organizer: (attach additional page if more	KIERA SEARS	X KIERA SEARS			
than 1 organizer)	Name	Organizer Signature	NU 90501		
	201 W. LIBERTY ST. SUITE 201 Address	RENO	NV 89501 State Zip Code		
8. Certificate of	I hereby accept appointment as Registere				
Acceptance of	X KIERA SEARS				
Appointment of Registered Agent:	<u>A</u>	Rehalf of Registered Agent Entity	1/8/2016		
negistereu Agent.	Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity		Date		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 85 DLLC Articles Revised: 1-5-15

# SECRETARY OF STATE



# LIMITED LIABILITY COMPANY CHARTER

I, BARBARA K. CEGAVSKE, the Nevada Secretary of State, do hereby certify that **KYND-STRAINZ LLC** did on January 8, 2016, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



Certified By: Electronic Filing Certificate Number: C20160108-0084 You may verify this certificate online at http://www.nvsos.gov/ IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on January 8, 2016.

Barhara K. Cegarste

BARBARA K. CEGAVSKE Secretary of State

10.040.242

#### INITIAL/ANNUAL LIST OF MANAGERS OR MANAGING MEMBERS AND STATE BUSINESS LICENSE APPLICATION OF:

KYND-STRAINZ LLC

NAME OF LIMITED-LIABILITY COMPANY

FOR THE FILING PERIOD OF

JAN, 2016 JAN, 2017 TO



ENTITY NUMBER

USE BLACK INK ONLY - DO NOT HIGHLIGHT

\*\*YOU MAY FILE THIS FORM ONLINE AT www.nvsliverflume.gov\*\* Return one file stamped copy. (If filing not accompanied by order instructions, п

file stamped copy will be sent to registered agent.) IMPORTANT: Read instructions before completing and returning this form.

1. Print or type names and addresses, either residence or business, for all manager or managing members. A Manager, or if none, a Managing Member of the LLC must sign the form. FORM WILL BE RETURNED IF UNSIGNED.

2. If there are additional managers or managing members, attach a list of them to this form.

 Return completed form with the fee of \$150.00. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year

4. State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline

5. Make your check payable to the Secretary of State.

6. Ordering Copies; If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.

7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.

8. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

ANNUAL LIST FILING FEE: \$150.00 LATE PENALTY: \$75.00 (if filing late) BUSINESS LICENSE FEE: \$200.00 LATE PENALTY: \$100.00 (if filing late)

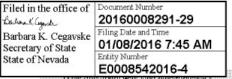
CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CON Pursuant to NRS Chapter 76, this entity is exempt from the bu NOTE: If claiming an exemption, a notarized Declaration of E attach the Declaration of Eligibility form will result in rejection	usiness license fee. Exemption code:	NRS 76.020 Exemption Codes 001 - Governmental Entity 005 - Motion Picture Company 006 - NRS 680B.020 Insurance Co.		
NAME THE CANOPY NV, LLC	MANAGER C	R MANAGING MEMBER		
ADDRESS	СПУ	STATE ZIP CODE		
201 W. LIBERTY ST. SUITE 201, USA	RENO	NV 89501		
	MANAGER O	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE ZIP CODE		
NAME	MANAGER O	R MANAGING MEMBER		
ADDRESS	CITY	STATE ZIP CODE		
NAME	MANAGER C	R MANAGING MEMBER		
ADDRESS	CITY	STATE ZIP CODE		

None of the managers or managing members identified in the list of managers and managing members has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

V MEDI OFIDA	Title	Date	
X KIERA SEARS	REGISTERED AGENT	1/8/2016 7:45:53 AM	
Signature of Manager, Managing Member or	-		
Other Authorized Signature	Nevs	da Secretary of State List ManorMent Beviewd: 7-1-15	

Revised: 7-1-15



ABOVE SPACE IS FOR OFFICE USE ONLY



Form LLC-5.5	Illinois Limited Liability Company Act Articles of Organization	FILE # 08322333
Secretary of State Jesse White		FILED
Department of Business Services	Filing Fee: \$150	DEC 05 2019
Limited Liability Division www.cyberdriveillinois.com	Approved By: <u>TLB</u>	Jesse White Secretary of State

1. Limited Liability Company Name: LAND OF LINCOLN DISPENSERY LLC

2. Address of Principal Place of Business where records of the company will be kept: 533 S SPRING STREET

#### ROSELLE, IL 60172

- 3. The Limited Liability Company has one or more members on the filing date.
- 4. Registered Agent's Name and Registered Office Address:

STEPHEN CHALLINOR 533 SPRING ST ROSELLE, IL 60172-3082

- Purpose for which the Limited Liability Company is organized: "The transaction of any or all lawful business for which Limited Liability Companies may be organized under this Act."
- 6. The LLC is to have perpetual existence.
- 7. Name and business addresses of all the managers and any member having the authority of manager:

STEPHEN CHALLINOR 533 S SPRING STREET ROSELLE, IL 60172

#### 8. Name and Address of Organizer

I affirm, under penalties of perjury, having authority to sign hereto, that these Articles of Organization are to the best of my knowledge and belief, true, correct and complete.

Dated: DECEMBER 05, 2019

STEPHEN CHALLINOR 533 S SPRING STREET ROSELLE, IL 60172

This document was generated electronically at www.cyberdriveillinois.com



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Articles of Organization Limited-Liability Company (PURSUANT TO NRS CHAPTER 86)		-Balla	Filed in the office of Balackingth Barbara K. Cegavske		nt Number 0065750-82 ate and Time
		Sect	etary of State		2/2016 11:28 AM
		State	State of Nevada		Entity Number E0067412016-0
USE BLACK INK ONLY - DO	NOT HIGHLIGHT	14	ABOVES	ACE IS F	OR OFFICE USE ONLY
1. Name of Limited- Liability Company: (must contain approved limited-liability company wording; see instructions)	LEMON AIDE LLC		Check bo Series Lin Liability Co	nited- F	Check box if a Restricted Limited- Liability Company
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: Na Noncommercial Registered Agent (name and address below)		Office or Position (name and addres		tity
	KIERA SEARS Name of Noncommercial Registered Agent	OR Name of Title of Office of	r Other Position wit	h Entity	
	201 W. LIBERTY ST. SUITE 201 Street Address 201 W. LIBERTY ST. SUITE 201	RENO City RENO		Nevad	a 89501 Zip Code a 89501
3. Dissolution	Mailing Address (if different from street addr	ess) City			Zip Code
Date: (optional)	Latest date upon which the company is	to dissolve (if existence is	not perpetual):		
4. Management: (required)	Company shall be managed by:	Manager(s) OR		per(s)	
5. Name and Address of each	1) THE CANOPY NV, LLC Name				
Manager or	201 W. LIBERTY ST. SUITE 201	RENO		NV	89501
Managing Member: (attach additional page if more than 3)	2) Name	City		State	Zip Code
				Coleman Colema Cole	A Summer second se
	Street Address 3)	City		State	Zip Code
		City		State	Zp Code
	3)	City		State	Zip Code
6. Effective Date and Time: (optional)	3) Name Street Address Effective Date:	City Effective		State	Zip Code
	3) Name Street Address Effective Date: I declare, to the best of my knowledge under pt that pursuant to NRS 230-330, it is a category of the Secretary of State.	City Effective snalty of perjury, that the informa felony to knowingly offer any fa	tion contained herei lse or forged instrum	State	Zip Code
and Time: (optional) 7. Name, Address and Signature of Organizer: (attach additional page if more	3) Name Street Address Effective Date: I declare, to the best of my knowledge under pr that pursuant to NRS 239.330, it is a category C	City Effective snalty of perjury, that the informa felony to knowingly offer any fa	tion contained herei lae or forged instrum OPY NV, LLC	State	Zip Code
and Time: (optional) 7. Name, Address and Signature of Organizer: (attach	3) Name Street Address Effective Date: I declare, to the best of my knowledge under put that pursuant to NRS 239.330, it is a category O the Secretary of State. THE CANOPY NV, LLC Name 201 W. LIBERTY ST. SUITE 201	City Effective enalty of perjury, that the informa felony to knowingly offer any fa X THE CAN Organizer Sigu RENO	tion contained herei lae or forged instrum OPY NV, LLC	State State	Zp Code
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and Time: (optional) 7. Name, Address and Signature of Organizer: (attach additional page if more	3) Name Street Address Effective Date: I declare, to the best of my knowledge under put that pursuant to NRS 239.330, it is a category O the Secretary of State. THE CANOPY NV, LLC Name 201 W. LIBERTY ST. SUITE 201	City Effective enalty of perjury, that the informa felony to knowingly offer any fa X THE CAN Organizer Sig RENO City	tion contained herei lse or forged instrum OPY NV, LLC nature	State state sent for fill NV State	Zp Code

Nevada Secretary of State NRS 86 DLLC Articles Revised: 1-5-15

\*050105\*



# INITIAL/ANNUAL LIST OF MANAGERS OR MANAGING MEMBERS AND STATE

BUSINESS LICENSE APPLICATION OF:

LEMON AIDE LLC

FOR THE FILING PERIOD OF

1

NAME OF LIMITED-LIABILITY COMPANY

FEB, 2016 TO FEB, 2017

USE BLACK INK ONLY - DO NOT HIGHLIGHT

#### \*\*YOU MAY FILE THIS FORM ONLINE AT www.nvsilverflume.gov\*\*

Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

- Print or type names and addresses, either residence or business, for all manager or managing members. A Manager, or if none, a Managing Member of the LLC must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
- 2. If there are additional managers or managing members, attach a list of them to this form.
- Return completed form with the fee of \$150.00. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
- 4. State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline
- 5. Make your check payable to the Secretary of State.
- 6. Ordering Copies; If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
- 7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708
- 8. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

ANNUAL LIST FILING FEE: \$150.00 LATE PENALTY: \$75.00 (if filing late)	BUSINESS LICENSE FEE: \$200.00	LATE PENALTY: \$100.00 (if filing late)
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CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CO Pursuant to NRS Chapter 76, this entity is exempt from the b NOTE: If claiming an exemption, a notarized Declaration of attach the Declaration of Eligibility form will result in rejection	NRS 76.020 Exemption Codes 001 - Governmental Entity 005 - Motion Picture Company 006 - NRS 6808.020 Insurance Co.		
NAME			
THE CANOPY NV, LLC	MANAGER	OR MANAGING MEMBER	
ADDRESS	CITY	STATE ZIP CODE	
201 W. LIBERTY ST. SUITE 201, USA	RENO	NV 89501	
ADDRESS		MANAGER OR MANAGING MEMBER	
NAME	MANAGER	DR MANAGING MEMBER	
ADDRESS	CITY	STATE ZIP CODE	
NAME	MANAGER C	DR MANAGING MEMBER	
ADDRESS	err.	STATE ZIP CODE	

None of the managers or managing members identified in the list of managers and managing members has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct.

I deciare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

V KIEDAL GEADO	Title	Date
X KIERA L SEARS	REGISTERED AGENT	2/12/2016 11:28:49 AM
Signature of Manager, Managing Member or		Control of the second se
Other Authorized Signature	Nevada	Secretary of State List ManorMerr

vada Secretary of State List ManorMern Revised: 7-1-15

ENTITY NUMBER

E0067412016-0

\*100403\*

Document Number

Filing Date and Time

Entity Number

20160065752-04

E0067412016-0

ABOVE SPACE IS FOR OFFICE USE ONLY

02/12/2016 11:28 AM

Filed in the office of

Barbara K. Cegavske

Secretary of State State of Nevada

Balack Lynde



#### STATE OF NEVADA

BARBARA K. CEGAVSKE Secretary of State

JEFFERY LANDERFELT Deputy Secretary for Commercial Recordings OFFICE OF THE

SECRETARY OF STATE

Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701-4201 Telephone (775) 684-5708 Fax (775) 684-7138

Job:C20160212-0887 February 12, 2016

Kiera Sears Prestige Worlwide NV 201 W. Liberty St. Suite 201 Reno, NV 89501

**Special Handling Instructions:** 

#### Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Articles of Organization	20160065750-82	2/12/2016 11:28:44 AM	1	\$75.00	\$75.00
Initial List	20160065752-04	2/12/2016 11:28:57 AM	1	\$150.00	\$150.00
Business License 2/2016- 2/2017	20160065752-04	2/12/2016 11:28:57 AM	1	\$200.00	\$200.00
Total					\$425.00

#### Payments

Туре	Description	Amount
Credit	142180 4553053197566126501342	\$425.00
Total		\$425.00

Credit Balance: \$0.00

Job Contents:

LLC Charter(s):	1
File Stamped Copy(s):	2
Business License(s):	1

LEMON AIDE, LLC.

Kiera Sears Prestige Worlwide NV 201 W. Liberty St. Suite 201 Reno, NV 89501







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ROSS MILLER Secretary of State 204 North Carson Street, Suite 4 Carson City, Nevada 89701-4520 (775) 684-5708 Website: www.nvsos.gov

Article	es of Organization	Filed in the		ess Number 522014-4		
	-Liability Company			Number 511588-35		
		<i>c</i> .	Filed (			
(PURSU	ANT TO NRS CHAPTER 86)	Secretary o	f State 07/16/	2014		
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nust contain approved nited-liability company						
ording; see instructions)						
Registered	Commercial Registered Agent:					
gent for Service	Name					
f Process: (check	Noncommercial Registered Agent O	P Office o	r Position with Entit	y		
nly one box)	(name and address below)		and address below)	•		
	SCOTT BOGATZ					
	Name of Noncommercial Registered Agent OR Name	of Title of Office or Other I	Position with Entity			
	3455 CLIFF SHADOWS PKWY, SUITE 110	LAS VEGAS	Nevada	89129		
	Street Address	City	Nevaua	Zip Code		
	3455 CLIFF SHADOWS PKWY, SUITE 110	LAS VEGAS	Nevada			
	Mailing Address (if different from street address)	City	Nevada			
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equired)	Company shall be managed by: Manag	(check only one box)	Member(s)			
. Name and	1) JOHN GRIFFIN					
ddress of each	Name					
lanager or	401 S. CURRY ST.	CARSON CITY	NV	89703		
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dditional page if more	Name	Organizer Signature				
nan 1 organizer)	3455 CLIFF SHADOWS PKWY, SUITE 110	LAS VEGAS	NV	89129		
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egistered Agent:	Authorized Signature of Registered Agent or On Beh	alf of Registered Agent	*10000000000000000000000000000000			

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This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 DLLC Articles Revised: 7-26-13

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		a	and in an exerciti	trainent scioot	d by the members, that
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#### EXHIBIT A

ARTICLES OF ORGANIZATION (the "Articles") were filed for LIVFREE WELLNESS RENO L.L.C., a Nevada limited-liability company, on July 16, 2014, in the office of the Secretary of State for the State of Nevada. The Articles are hereby amended as follows:

ARTICLE 1. NAME: The name of the company is LIVFREE WELLNESS LLC, a Nevada limited liability company.

ARTICLE 2. <u>DISSOLUTION DATE</u>: Except as otherwise provided in an operating agreement adopted by the members, the Company shall exist perpenally. The Company shall be dissolved as permitted in the operating agreement or, if none, as provided by applicable law.

ARTICLE 3. <u>GENERAL PURPOSES</u>: The Company is formed for all lawful purposes; provided, however, that the purposes may be limited as provided in an operating agreement adopted by the members or, if none, as otherwise agreed to by the members holding the requisite interests required by applicable law.

ARTICLE 4. <u>OPERATING AGRIEMENT</u>: The members may adopt a written operating agreement of the Company to govern the affairs of the Company and the conduct of its business. Any such operating agreement may contain provisions for the Company's management that are not inconsistent with applicable laws or these Articles.

ARTICLE 5. <u>MANAGEMENT</u>: The Company shall be managed by one (1) or more managers to be designated in an operating agreement adopted by the members or elected by the members in the manner provided for such operating agreement, or if none, as set forth in Chapter 86 of the Newada Revised Statutes. Each manager shall hold the office and have the responsibilities accorded to him, her, or it as set forth in such operating agreement, or if none, as set forth in Chapter 86 of the Newada Revised Statutes. The number of managers may be increased or decreased from time to time as provided in an operating agreement adopted by the members, or if none, as set forth in Chapter 86 of the Newada Revised Statutes.

ARTICLE 6. MEMBERS: Except when these Articles or applicable law otherwise requires, the right of any member of the Company to vote shall be subject to the provisions set forth in an operating agreement adopted by the members, or if none, as set forth in Chapter 86 of the Nevada Revised Statutes.

ARTICLE 7. INDEMNIFICATION: Each member, each manager, and each other person shall have such indemnification rights as may, for time to time, be set forth in an operating agreement adopted by the members.

ARTICLE 8. <u>AMENDMENTS</u>: These Articles may, from time to time, be amended, restated, or otherwise altered in the manner set forth in an operating agreement adopted by the members or, if none, by the consent of those members then holding a majority of the interests in the Company's current profits.

For purposes of these Articles, an operating agreement (and any and all emendments thereto) shall be validly adopted by the members if it is approved or otherwise consented to by the members holding the requisite voting rights for the adoption of the same as set forth in any validly adopted operating agreement then existing or, if none, by the members holding the requisite mambership interests required for amendments to these Articles under Article 8 above.

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	BARBARA K. CEG. Secretary of State 202 North Carson S		
	Garson City, Nevad (775) 684-5788		
	Website: www.rtvs	sos.gov	
		· · ·	
1	Articles of Me	orger	
1	(PURSUANT TO NRS 92		
	Page 5		
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	article numbers, if svallable		
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	ladonted by the members, the C	DATE: Except as otherwise provided in the o Company shall exist perpetually. The Company	shall be dissolved as
	permitted in the operating agree	sement or, if none, as provided by applicable is DPOSES. The company is founed for all lawfin	v. I perposes: provided.
	members or, if none, as otherw	y be limited as provided in the operating agreen vise agreed to by teh members holding the requi	nent adopted by the site interests required by
	SEE ATTACHED EXHIBIT		
	L		
	6) Location of Plan of Merger	(check a or b):	
		Sec. 1	
	(a) The entire plan of	f merger is attached;	
	or, (b) The entire plan of	merger is on file at the registered office of the s	urviving corporation, limited-liability
	company or business	trust, or at the records office address if a limited ing entity (NRS 92A.200).	( partnership, or other piece of
		ling: (optional) (must not be later than 90 day	vs after the certificate is filed)
	Date:		
* Amended	and restated articles may be atta	ched as an exhibit or integrated into the articles	of margar. Please ontitie them
"Restated"	or "Amended and Restated," acc	ordingly. The form to accompany restated articles	es presonded by the secretary of state of subsidiary into parent - Nevada
parent own	na 90% or more of subsidiary), th	he articles of menger may not contain amendme surviving entity may be changed.	DE 10 IUS COLISIONELIX COCULINENTS OF ILLS
			Nevula Secretary of State \$24 Mercar Page 6
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	Page: 8/11	Received by: NV Secretary of Stat	Date: 11/3/2016 10:59:54 AM
	BARBARA K. CEG	AVSKE	
	202 North Carson	Street ·	,
	(775) 684-5708		
	Website: www.nv	906 <b>.0</b> 04	
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Arti	cles of Me	rger	
	UANT TO NRS 92		
	Page 6		
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	Manager Healthed and	norebing All denses insertners of escit N	A MARINE STATISTICS A MULTICIPU
martin	ampin: A manager	of each bloweds limited lishility company	with managers of one .
	If there are more th	an four moraling optities, check box 80	d attach an 6 1/2" x 11" blank sheet
	containing the req	uired information for each additional an	ntity from article eight.
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	(PURS BLACK INK ONLY - DO 8) Signa esch parts mem 401 L Nam X Signa X Signa Nam X Signa Ad Signa Ad Signa Ad Signa Ad Signa Ad Signa	Secretary of States 202 North Carson Carson City, Neva (775) 684-5708 Website: www.nvv Articles of Mee (PURSUANT TO NRS 92 Page 6 EDLACK INK CMLY - DO NOY HIGHLJOHT 8) Signatures - Must be sign sech Nevada Hinited part partnership: A manager member if there are more th containing the requ 401 Investments LLC Name of merging entity X Signature Name of merging entity X	Articles of Merger     (PURSUANT TO NRS 92A.200)     Page 6  E BLACK INK ONLY - DO NOT MIGHLIGHT

#### EXHIBIT A

ARTICLES OF ORGANIZATION (the "Articles") were filed for LIVFREE WELLNESS RENO L.L.C., a Nevada limited-liability company, on July 16, 2014, in the office of the Secretary of State for the State of Nevada. The Articles are hereby amended as follows:

ARTICLE 1. NAME: The name of the company is LIVFREE WELLNESS LLC, a Nevada limited liability company.

ARTICLE 2. <u>DISSOLUTION DATE</u>: Except as otherwise provided in an operating agreement adopted by the members, the Company shall exist perpetually. The Company shall be dissolved as permitted in the operating agreement or, if none, as provided by applicable law.

ARTICLE 3. <u>GENERAL PURPOSES</u>: The Company is formed for all lawful purposes; provided, however, that the purposes may be limited as provided in an operating agreement adopted by the members or, if none, as otherwise agreed to by the members holding the requisits interests required by applicable law.

ARTICLE 4. <u>OPERATING AGREEMENT</u>: The members may adopt a written operating agreement of the Company to govern the affairs of the Company and the conduct of its business. Any such operating agreement may contain provisions for the Company's management that are not inconsistent with applicable issue or these Articles.

ARTICLE 5. <u>MANAGEMENT</u>: The Company shall be managed by one (1) or more managers to be designated in an operating agreement adopted by the members or elected by the members in the manner provided for such operating agreement, or if none, as set forth in Chapter 86 of the Nevada Revised Statutes. Each manager shall hold the office and have the responsibilities accorded to him, her, or it as set forth in such operating agreement, or if none, as set forth in Chapter 86 of the Nevada Revised Statutes. The number of managers may be increased or decreased from time to time as provided in an operating agreement adopted by the members, or if none, as set forth in Chapter 86 of the Nevada Revised Statutes.

ARTICLE 6. <u>MEMBERS</u>: Except when these Articles or applicable law otherwise requires, the right of any member of the Company to vote shall be subject to the provisions set forth in an operating agreement adopted by the members, or if none, as set forth in Chapter 86 of the Nevada Revised Statutes.

ARTICLE 7. INDEMNIFICATION: Each member, each manager, and each other person shall have such indemnification rights as may, for time to time, be set forth in an operating agreement adopted by the members.

ARTICLE 8. <u>AMENDMENTS</u>: These Articles may, from time to time, be amended, restated, or otherwise altered in the manner set forth in an operating agreement adopted by the members or, if none, by the consent of those members then holding a majority of the interests in the Company's current profits.

For purposes of these Articles, an operating agreement (and any and all amendments thereto) shall be validly adopted by the members if it is approved or otherwise consented to by the members holding the requisite voting rights for the adoption of the same as set forth in any validly adopted operating agreement then existing or, if none, by the members holding the requisite membership interests required for amendments to these Articles under Article 8 above.

.. .

filed in the Office of	Business Number	
ROVI	E0367522014-4	
Barbara K. Cegoust	Filing Number	_
0	20190200470-35	
Secretary	Filed On	
State Of Nevada	05/07/2019	I
	Number of Pages	
	1	I

BARBARA K, CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 584-5708 Website: www.nvsos.gov	
Amendment to Articles of Organization (PURSUANT TO NRS 86.221)	
USE BLACK INK ONLY - DO NOT HIGHLIGHT	ABOVE SPACE IS FOR OFFICE USE ONLY
<u>Certificate of Amendment to A</u> <u>For a Nevada Limited-Lia</u> (Pursuant to NRS)	ibility Company
1. Name of limited-liability company:	
LIVFREE WELLNESS LLC, a Nevada limited liability	nonany
	a company
2. The company is managed by: X Managers	OR Members
3. The articles have been amended as follows: (provid	
Article 1 NAME is amended as follows: The name of th	· · · ·
	1
4. Effective date and time of filing: (optional) Date:	Time:
	t not be later than 90 days after the certificate is filed)
5. Signature (must be signed by at least one manager	or by a managing member):
X	
<ul> <li>Signature</li> <li>1) If amending company name, it must contain the words "Limited or the abbreviations "Ltd.," "L.L.C.," or "L.C.," "LLC" or "LC."</li> </ul>	
2) If adding managers, provide names and addresses.	
FILING FEE: \$175.00	
IMPORTANT: Failure to include any of the above information and s	Ibmit with the proper fees may cause this filing to be rejected. Nevada Secretary of State 69,221 DLLC Amendment

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1.1210-022-022-022

202 Ca (77	cretary of State 2 North Carson Street rson City, Nevada 89701-4201 5) 684-5708 //sbsite: www.nvsos.gov www.nvsilverflume.gov	Secretary of State State Of Nevada	9/21/2021 9:26:00 AM Number of Pages 4 S FOR OFFICE USE ONLY		
Artic	les of Conversion/Ex				
Artic	NRS 92A.200 and 92		Jei		
Thi	s filing completes the following: Conversion		-		
And the second design of the second s	INK ONLY - DO NOT HIGHLIGHT				
. Entityl nformation:	Entity Name:				
Constituent, Acquired or Merging)	CSAC-LivFree LLC				
	Jurisdiction: Nevada	Entity Type*: LLC			
	If more than one entity being acquired	and the second se	page.		
2. Entityl nformation:	Entity Name:				
(Resulting, Acquiring or Surviving)	LivFree Wellness LLC				
	Jurisdiction: Nevada	Entity Type*: LLC			
3. Plan of Conversion	, _] The entire plan of conversion, exchange or	merger is attached to these a	rticles.		
I. Approval:	the records office address if a limited partne entity (NRS 92A.200). The complete executed plan of conversion on file at the records office required by NRS Exchange/Merger:	for the resulting domestic limit			
If more than one entity being acquired or			ntity)		
nerging please attach additional approval	X Acquired/merging				
age.)	X Acquiring/surviving				
	B. The plan was approved by the required consent of the owners of:				
	Acquiring/surviving				
	C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160):				
	Non-profit Corporations only: The plan of directors of the corporation and by each p the plan of merger is required by the artic	public officer or other person w	hose approval of		
	Acquired/merging				
	Acquiring/surviving				
	CSAC-LivFree LLC				
	CSAC-LIVFICE LLC	Name of acquired/merging entity			
	Name of acquired/merging entity				
5. Effective Date and Fime: (Optional)	Name of acquired/merging entity LivFree Wellness LLC Name of acquiring/surviving entity Date:	Time: 90 days after the certificate is file	d)		



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov www.nvsilverflume.gov

ABOVE SPACE IS FOR OFFICE USE ONLY

# Articles of Conversion/Exchange/Merger

### NRS 92A.200 and 92A.205

This filing completes the following: 🗌 Conversion 🗌 Exchange 🗵 Merger

4. Approval Continued: (If more than one entity being acquired or merging please attach additional approval	Exchange/Merger: Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity) A. Owner's approval was not required from the: Acquired/merging Acquiring/surviving
page.)	B. The plan was approved by the required consent of the owners of:
	Acquiring/surviving
	C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):
	Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval or the plan of merger is required by the articles of incorporation of the domestic corporation
	Acquired/merging
	Acquiring/surviving
	57757
	Name of acquired/merging entity
	Name of acquiring/surviving entity
4. Approval	Exchange/Merger:
Continued: (If more than one entity being acquired or merging please attach	Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity) A. Owner's approval was not required from the: Acquired/merging Acquiring/surviving
additional approval page.)	<ul> <li>B. The plan was approved by the required consent of the owners of:</li> <li>Acquired/merging</li> </ul>
	Acquiring/surviving
	C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):
	Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval or the plan of merger is required by the articles of incorporation of the domestic corporation
	Acquired/merging
	Acquiring/surviving
	Name of acquired/merging entity
	Name of acquiring/surviving entity
t corporation limited parts	ership, limited-liability limited partnership, limited-liability company or business trust. Page

Sec 202 Car (775	RBARA K. CEGAVSKE retary of State North Carson Street son City, Nevada 89701-4201 5) 684-5708 bsite: www.nvsos.gov www.nvsilverflume.gov			
Articles of Conversion/Exchange/Merger NRS 92A.200 and 91A.205				
6.Forwarding Address for Service of Process: (Conversion and Mergers only, if resulting/surviving entity is foreign)	Name     Country       Care of:			
7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200): (Merger only) **				
	** Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.			
B. Declaration: (Exchange and Merger only)	Exchange:         The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).         Merger: (Select one box)         The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).         Image: The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).         Image: The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).			
9. Signature Statement: (Required)	Conversion:     A plan of conversion has been adopted by the constituent entity in compliance with the law of     the jurisdiction governing the constituent entity.     Signatures - must be signed by:     1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general     partners of each Nevada limited partnership or limited-liability limited partnership; a manager of     each Nevada limited-liability company with managers or one member if there are no managers; a     trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership     (a.k.a. general partnership governed by NRS chapter 87).     2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner     provided by the law governing it.     Name of constituententit y			



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov www.nvsilverflume.gov

	NRS 92A.200 and	91A.205	
9. Signature Statement Continued: (Required)	Exchange: Signatures - Must be signed by: An office of each Nevada limited partnership; All g limited partnership; A manager of each R member if there are no Managers; A trus Unless otherwise provided in the certifica trust, an exchange must be approved by business trust that is a constituent entity The articles of exchange must be signed provided by the law governing it (NRS 92 to this page or as an attachment, as need	eneral partners of each Nevada levada limited-liability company tee of each Nevada business tr te of trust or governing instrume all the trustees and beneficial ov n the exchange. by each foreign constituent entit A.230). Additional signature blo	limited-liability with managers or a ust (NRS 92A.230) int of a business where of each by in the manner
	Merger: Signatures - Must be signed by: An offin of each Nevada limited partnership; All limited partnership; A manager of each one member if there are no managers; 92A.230). The articles of merger must be signed to provided by the law governing it (NRS signature) to this page or as an attachment, as ne	cer of each Nevada corporation; general partners of each Nevad Nevada limited-liability company A trustee of each Nevada busine y each foreign constituent entity (2A.230). Additional signature bi	a limited-liability y with managers or ess trust (NRS y in the manner
0. Signature(s): Required)	CSAC-LivFree LLC		
	Name of acquired/merging entity X Signature (Exchange/Merger) If more than one entity being acquired or merging	Manager Title please attach additional page of i	9/17/21 Date
	LivFree Wellness LLC		
	Name of acquiring/surviving entity X Signature(Exchange/Merger)	Manager Title	9/17/21 Date
	· · ·		
	X		Date
	X	Title	Date

Form will be returned if unsigned. This form must be accompanied by appropriate fees. NV025 - 8/5/2019 Walters Kluwer Online Page 4 of 4 Revised: 1/1/2019 BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Bivd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

08/24/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021082400846-1539059 20211700122 Articles of Organization 8/24/2021 8:00:00 AM 2

**Indexed Entity Information:** 

Entity ID: E17001232021-5

Entity Status: Active

Entity Name: MERCER STRATEGIES FL, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC.

8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hora K. Cegarste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Commercial Recording Division 202 N. Carson Street

Se 20 Ca (77) Wd	F-CF29-4DCB-98A6-7C19C06E33DC INBARA K. CEGAVSKE cretary of State 2 North Carson Street rson City, Nevada 89701-4201 5) 684-5708 sbsite: www.nvsos.gov www.nvsilverflume.gov		A Contraction of the second se	7001232021-5 ing Number 211700122 ed On 4/2021 8:00:00 AM mber of Pages
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	Articles of Organization	8 86.544 - Registration of Foreign Limited-Li 8 86.555 - Registration of Pro Foreign Limited-Lia	fessional	
PE OR PRINT - USE DARK I	NK ONLY - DO NOT HIGHLIGHT	r oreign cinited-ci	ability Company	·
Name Being egistered in Nevada	MERCER STRATEGIES FL. LLC			
Foreign Entity ame: (Name in home isdiction)				
Jurisdiction of	3a) Jurisdiction of formation:	3	b) Date form	ed:
<b>Drmation:</b> (Foreign nited-Liability Companies)	3c) I declare this entity is in good standing in th	the set of	· -	]
Registered Agent	Commercial Registered Agent:(name only below) Nonc	ommercial Registered ame and address below)	Office or (title an	Position with Entity d address below)
of Process*: (Check only one box)	Corporate Creations Network Inc.			
	Name of Registered Agent OR Title of Office or Posit	ion with Entity		
	8275 South Eastern Avenue #200	Las Vegas	Neva	da 89123
	Street Address	City		Zip Code
			Neva	da
	Mailing Address (if different from street address)	City		Zip Code
a. Certificate of cceptance of ppointment of egistered Agent:	I hereby accept appointment as Registered Agent unable to sign the Articles of Incorporation, submit X	t a separate signed Registe cholas Nichols, Special Se	ered Agent Acc	red agent is reptance form. 8/24/2021 ate
Management: omestic Limited-Liability mpanies only)	Company shall be managed by: (check one box)	Manager(s) OR	Mer	nber(s)
Name and Address	1) CSAC Acquisition Inc.		United State	
each Manager(s) or anaging Member(s):	Mama		Country	
RS 86 and NRS 86.544, see	2601 South Bayshore Drive, Suite 900	Miami	FL	33133
tructions)	Church Address	City	State	
ame and Address of e Original	2)		Giald	anjari ostal oode
anager(s) and	Name		Country	
ember(s): (NRS 89, see tructions)			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
PORTANT:	Street Address	City		The Provide Art
A certificate from the regulatory board must be	Street Address	City	State	Zip/Postal Code
submitted showing that each individual is licensed at the	3)		L	
time of filing.	Name		Country	
	Street Address	City	State	Zip/Postal Code
Dissolution Date: omestic only)	Latest date upon which the company is to disso	ve (if existence is not per	petual):	
his form must be accom	nanied by appropriate from			Page 1 of 2
is ionn must be accom	panied by appropriate fees.			Revised: 1/1/2019

	ARBARA K. CEGAVSKE scretary of State 12 North Carson Street Carson ty, Nevada 89701-4201 (775) 4-5708 ebsite: www.nvsos.gov www.nvsilverflume.gov	Limited-Liak	nation - pility Company Jed, Page 2
Profession to be Practiced: (NRS 89 only)			
9. Series and/or Restricted Limited- Liability Company: Optional)	Check box if a Series Limited- Liability Company	Domestic Limited-Liab The Limited-Liability C Limited-Liabil	ompany is a Restricted
10 Records Office: Foreign Limited-Liability Companies)	Address Country	City	State Zip Code
11. Street Address of Principal Office: Foreign Limited-Liability Companies)	Address Country	City	State Zip Code
2. Name, Address and Signature of the Organizer: NRS 86. NRS 89 -Each Organizer must be a censed professional.)	Process resigns and is not rep cannot be found or served wit is hereby appointed as the Ag I declare, to the best of my kn herein is correct and acknowle	h exercise of reasonable dilige ent for Service of Process. owledge under penalty of perju edge that pursuant to NRS 239	ated Agent for Service of has been revoked or the agent nce, then the Secretary of State ry, that the information contained .330, it is a category C felony to Office of the Secretary of State.
of Manager or Member: NRS 86.544 only)	Jonathan Sandelman		United States
See instructions	2601 South Bayshore Drive, Su Address Decusioned by:	ite 900 Miami City Pres. of Sole Member	Country FL 33133 State Zip/Postal Code (attach additional page if necessary)
<u>AN INITIA</u>	L LIST OF OFFICER Please include any required c (attach additio		
	-		

# SECRETARY OF STATE



# **DOMESTIC LIMITED-LIABILITY COMPANY (86) CHARTER**

I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that **MERCER STRATEGIES FL, LLC** did, on 08/24/2021, file in this office the original ARTICLES OF ORGANIZATION that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.



Certificate Number: B202108241936756 You may verify this certificate online at <u>http://www.nvsos.gov</u> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 08/24/2021. Barbara K. Cegerste

BARBARA K. CEGAVSKE Secretary of State

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

08/24/2021

### **Business Entity - Filing Acknowledgement**

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s):

W2021082400846-1539060 20211700132 Initial List 8/24/2021 8:00:00 AM 2

**Indexed Entity Information:** 

Entity ID: E17001232021-5

Entity Name: MERCER STRATEGIES FL, LLC

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

iona K. Cegeiste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

**Commercial Recording Division** 202 N. Carson Street

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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov www.nvsilverflume.gov

## Initial List and State Business License Application

NAME OF ENTITY			
TYPE OR PRINT ONLY - USE	DARK INK ONLY - DO NOT HIGHLIGHT		
IMPORTANT: Read instructions before	e completing and returning this form.		
Please indicate the entity type (check of	only one):		i ikhi i
Corporation		Filed in the Office of	Business Number E17001232021-5
This corporation is pu	blicly traded, the Central Index Key number is:	Dachora K. Cgarste	Filing Number 20211700132
		Secretary of State State Of Nevada	Filed On 8/24/2021 8:00:00 AM
Nonprofit Corporation (see nor	profit sections below)		Number of Pages 2
X Limited-Liability Company	,		
Limited Partnership			
Limited-Liability Partnership			
Limited-Liability Limited Partne	rship (If formed at the same time as the Limited Partnership)		
Business Trust			
HECK ONLY IF APPLICABLE	ers, General Partners, Managing Partners, Trustees or s	Subscribers, may be listed on	a supplemental page.
HECK ONLY IF APPLICABLE ursuant to NRS Chapter 76, this entity i 001 - Governmental Entity 006 - NRS 680B.020 Insurance Co, or nonprofit entities formed under NF		ation are required to maintain a	
HECK ONLY IF APPLICABLE ursuant to NRS Chapter 76, this entity i 001 - Governmental Entity 006 - NRS 680B.020 Insurance Co, or nonprofit entities formed under NF the fee is \$200.00. Those claiming an ex-	s exempt from the business license fee. provide license or certificate of authority number <b>RS Chapter 80:</b> entities without 501(c) nonprofit designa	ation are required to maintain a king box below.	
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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nysos.gov www.nysilverflume.gov

Initial List	and State
Business	License
Application	- Continued

#### Officers, Managers, Members, General Partners, Managing Partners or Trustees: CORPORATION, INDICATE THE PRESIDENT, OR EQUIVALENT OF: Title: Member CSAC Acquisition Inc. United States Name Country 2601 South Bayshore Drive, Suite 900 Miami FL 33133 Address City State Zip/Postal Code CORPORATION, INDICATE THE SECRETARY, OR EQUIVALENT OF: Title: Name Country Address City State Zip/Postal Code CORPORATION, INDICATE THE TREASURER, OR EQUIVALENT OF: Title: Name Country Address City State Zip/Postal Code CORPORATION, INDICATE THE DIRECTOR: Name Country Address City State Zip/Postal Code None of the officers or directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X	Jonathan Sandelman, Pres. of M	br. 08/23/2021
ignature of Officer, Manager, Managing Iember, General Partner, Managing Partner, Irustee, Member, Owner of Business, Iratner or Authorized Signer FORM WILL BE RETURNED IF INSIGNED.	Title	Date Page 2 of 2 Revised: 1/1/2019
19/2019 Wolters Kluwer Online		
K/19/2019 Wolters Kluwer Online		

# SECRETARY OF STATE



## NEVADA STATE BUSINESS LICENSE

## MERCER STRATEGIES FL, LLC

#### Nevada Business Identification # NV20212209893 Expiration Date: 08/31/2022

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202108241936768 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 08/24/2021.

Barbara K. Cegerste

BARBARA K. CEGAVSKE Secretary of State

BAR Sec 202 Carr (775	CF294DCB-98A6-7C19C06E33DC BAKA K. CEGAVSKE etary of State North Carson Street on City, Nevada 89701-4201 ) 684-5708 site: www.nvsos.gov www.nvsilverflume.gov	ABOVE SPACE IS FOR OFFICE USE ON
	Articles of Organization	Pagistration of
	Articles of Organization	Foreign Limited-Liability Company Registration of Professional
L TYPE OR PRINT - USE DARK IN	( ONLY - DO NOT HIGHLIGHT	
1. Name Being Registered in Nevada: (See instructions)	MERCER STRATEGIES FL, LLC	
2. Foreign Entity Name: (Name in home jurisdiction)		
3. Jurisdiction of Formation: (Foreign	3a) Jurisdiction of formation:	3b) Date formed:
Limited-Liability Companies)	3c) I declare this entity is in good standing in the juris	sdiction of its formation.
4. Registered Agent for Service	Agent:(name only below)	rcial Registered Office or Position with Enti nd address below) Office and address below)
of Process*: (Check only one box)	Corporate Creations Network Inc. Name of Registered Agent <b>OR</b> Title of Office or Position with	h Entity
0.1946.00200		s Vegas Nevada 89123
	Street Address City	<u> </u>
	City	Nevada
	Mailing Address (if different from street address) City	Zip Code
4a. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the unable to sign the Articles of Incorporation, submit a sep X Authorized Signature of Registered Agent or On Behalf of Reg	parate signed Registered Agent Acceptance form.
5. Management: (Domestic Limited-Liability Companies only)	Company shall be managed by: (check one box)	Manager(s) OR X Member(s)
6. Name and Address	1) CSAC Acquisition Inc.	United States
of each Manager(s) or Managing Member(s):	Name	Country
(NRS 86 and NRS 86.544, see instructions)	2601 South Bayshore Drive, Suite 900 Mi	ami FL 33133
Name and Address of	Street Address City	State Zip/Postal Co
the Original	2)	
Manager(s) and	Name	Country
Member(s): (NRS 89, see instructions)		
IMPORTANT: A certificate from the	Street Address City	State Zip/Postal Co
regulatory board must be submitted showing that each	3)	
individual is licensed at the		Country
time of filing.	Name	
	Street Address City	State Zip/Postal Coo
	Children of the Children of th	otato zipri Ostal Oot

This form must be accompanied by appropriate fees.

Revised: 1/1/2019

NV043 - 8/19/2019 Wolters Kluwer Online

BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsios.gov www.nvsilverflume.gov		Formation - Limited-Liability Company Continued, Page 2			
8. Profession to be Practiced: (NRS 89 only)					
9. Series and/or Restricted Limited- Liability Company: (Optional)	Check box if a Series Limited- Liability Company		e Limited-Liability C	bility Company's <b>only:</b> company is a Restricted ility Company	
10 Records Office: (Foreign Limited-Liability Companies)	Address Country		City	State	Zip Code
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address Country		City	State	Zip Code
and Signature of the Organizer: (NRS 86. NRS 89 -Each Organizer must be a licensed professional.) Name and Signature of Manager or Member: (NRS 86.544 only)	cannot be found or served wit is hereby appointed as the Ag I declare, to the best of my kn herein is correct and acknowle knowingly offer any false or fo Jonathan Sandelman Name	ent for Service owledge unde edge that purs	e of Process. r penalty of perj uant to NRS 23	ury, that the informa 9.330, it is a catego	ation contained ry C felony to etary of State.
See instructions	2601 South Bayshore Drive, Su Address DocuSigned by: X	ite 900 Pres. of Sol	Miami City e Member	FL State (attach additiona	33133 Zip/Postal Code
AN INITIAL	LIST OF OFFICER Please include any required of (attach addition		ormation in sp		<u>FILING</u>

This form must be accompanied by appropriate fees.

Page 2 of 2 Revised: 1/1/2019

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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nysos.gov www.nysilverflume.gov

## Initial List and State Business License Application

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:
MERCER STRATEGIES FL, LLC
NAME OF ENTITY
TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT
<b>IMPORTANT:</b> Read instructions before completing and returning this form.
Please indicate the entity type (check only one):
Corporation
This corporation is publicly traded, the Central Index Key number is:
Nonprofit Corporation (see nonprofit sections below)
X Limited-Liability Company
Limited Partnership
Limited-Liability Partnership
Limited-Liability Limited Partnership (If formed at the same time as the Limited Partnership)
Business Trust
Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers, may be listed on a supplemental page.
CHECK ONLY IF APPLICABLE
Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. 001 - Governmental Entity
006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number
For nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit designation are required to maintain a state business license, the fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by checking box below.
Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the business license fee. Exemption code 002
For nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' association or Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are excluded from the requirement to obtain a state business license. Please indicate below if this entity falls under one of these categories by marking the appropriate box. If the entity does not fall under either of these categories please submit \$200.00 for the state business license.
Unit-owners' Association Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c)
For nonprofit entities formed under NRS Chapter 82 and 80: <u>Charitable Solicitation Information - check applicable box</u> Does the Organization intend to solicit charitable or tax deductible contributions?
No – no additional form is required
Yes – the "Charitable Solicitation Registration Statement" is required.
The Organization claims exemption pursuant to NRS 82A.210 - the "Exemption From Charitable Solicitation Registration Statement" is required
** Failure to include the required statement form will result in rejection of the filing and could result in late fees.**

Page 1 of 2 Revised: 1/1/2019

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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nysos.goy www.nysilverflume.goy

## Initial List and State Business License Application - Continued

#### Officers, Managers, Members, General Partners, Managing Partners or Trustees:

CORPORATION, INDICATE THE PRESIDENT, OR EQUIVAL	ENT OF: Title:	Member	
CSAC Acquisition Inc.		United State	es
Name		Country	
2601 South Bayshore Drive, Suite 900	Miami	FL	33133
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE SECRETARY, OR EQUIVAL	ENT OF: Title:		
Name		Country	
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE TREASURER, OR EQUIVAL	ENT OF: Title:		
Name		Country	
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE DIRECTOR:			
Name		Country	
Address	City	State	Zip/Postal Code

None of the officers or directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

DocuSigned by:		
X	Jonathan Sandelman, Pres. of Mbr.	08/23/2021
Signature of Officer, Manager, Managing Member, General Partner, Managing Partner,	Title	Date
Trustee, Member, Owner of Business,		
Partner or Authorized Signer FORM WILL BE RETURNED IF		

NV043 - 8/19/2019 Wolters Kluwer Online

UNSIGNED.

Page 2 of 2 Revised: 1/1/2019 BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



SECRETARY OF STATE

Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5708 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

11/04/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s):

W2021110402009-1699572 20211874342 Articles of Organization 11/4/2021 9:06:00 AM 2

#### **Indexed Entity Information:**

Entity ID: E18743432021-1

Entity Status: Active

Entity Name: Mercer Strategies MA, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC.

8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegavske

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Commercial Recording Division 202 N. Carson Street

See 20 Ca	IRBARA K. CEGAVSKE cretary of State 2 North Carson Street rson City, Nevada 89701-4201 /5) 684-5708 sbsite: www.nvsos.gov	Secretary of St State Of Nevad	ate I la N 2			
Fo	mation - Limited-L			FOR OFFICE USE ONLY		
NRS	Articles of Organization	RS 86 544 - Registration of		-		
	Articles of Organization	Foreign Limited-Li RS 86.555 - Registration of Pro Foreign Limited-Lis	fessional	ê		
TYPE OR PRINT - USE DARK I	NK ONLY - DO NOT HIGHLIGHT	, energin zimileo za	Jointy Compar	iy		
1. Name Being Registered in Nevada See Instructions)	Mercer Strategies MA, LLC					
2. Foreign Entity Name: (Name in home urisdiction)						
3. Jurisdiction of	3a) Jurisdiction of formation:	3	b) Date form	led:		
Formation: (Foreign .imited-Liability Companies)	3c) I declare this entity is in good standing in			7		
4. Registered Agent or Service	Commercial Registered Nor	commercial Registered (name and address below)	Office or	Position with Entity nd address below)		
of Process*: (Check only ine box)	Corporation Creations Network Inc.					
	Name of Registered Agent OR Title of Office or Pos	ition with Entity		product and a second second second second		
	Street Address	City	Neva	ferrar and a second second		
		City	Neva	Zip Code		
	Mailing Address (if different from street address)	City	INEVA	Zip Code		
a. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Age unable to sign the Articles of Incorporation, subm X	nit a separate signed Register Nichols, Special Secretary	red Agent Acc	pred agent is ceptance form. 11/4/2021 Date		
. Management: Domestic Limited-Liability ompanies only)	Company shall be managed by: (check one bo	x) Manager(s) OR	Mer	mber(s)		
Name and Address feach Manager(s)or	1) CSAC Acquisition MA II Corp.		United State	AS		
lanaging Member(s):	Name		Country	······		
IRS 86 and NRS 86.544, see structions)	2601 South Bayshore Dr., Ste. 900	Miami	FL	33133		
ame and Address of	Street Address	City	State	Zip/Postal Code		
ne Original lanager(s) and	2) Name					
ember(s): (NRS 89, see	reanie		Country			
nstructions) MPORTANT: A certificate from the regulatory board must be	Street Address	City		-		
	3)	City	State	Zip/Postal Code		
regulatory board must be submitted showing that each	Name		Country	i		
regulatory board must be				1		
regulatory board must be submitted showing that each individual is licensed at the			State	Zip/Postal Code		
regulatory board must be submitted showing that each individual is licensed at the time of filing.	Street Address	City				
regulatory board must be submitted showing that each individual is licensed at the time of filing. Dissolution Date:	Street Address Latest date upon which the company is to disso					
regulatory board must be submitted showing that each individual is licensed at the time of filing. Dissolution Date: omesticonly)				Page 1 of 2 Revised: 1/1/2019		

202 City 684	RBARA K. CEGAVSKE retary of State North Carson Street Carson v, Nevada 89701-4201 (775) -5708 site: www.nvsos.gov www.nvsilverflume.gov	Limited-Lial	nation - oility Company ued, Page 2	
8. Profession to be Practiced: (NRS 89 only)				
9. Series and/or Restricted Limited- Liability Company: (Optional)	Check box if a Series Limited- Liability Company	The Limited-Liability C	bility Company's only: ompany is a Restricted lity Company	
10 Records Office: (Foreign Limited-Liability Companies)	Address Country	City	State Zip Code	
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address Country	City	State Zip Code	
12. Name, Address and Signature of the Organizer: (NRS 86. NRS 89 -Each Organizer must be a licensed professional.) Name and Signature of Manager or Member: (NRS 86.544 only)	*Foreign Limited-Liability Comp Process resigns and is not repl cannot be found or served with is hereby appointed as the Age I declare, to the best of my kno herein is correct and acknowled knowingly offer any false or for Deborah E. Kalstek, Paralegal/Re	laced or the agent's authority I a exercise of reasonable dilige ant for Service of Process. welledge under penalty of perju dge that pursuant to NRS 239. ged instrument for filing in the	has been revoked or the agen nce, then the Secretary of Sta ry, that the information contain 320. it is a setemation contain	te ned
See instructions	Name c/o Hodgson Russ LLP, 140 Pear Address XAUMAA P. Ha LIST OF OFFICERS	lifts City	Country NY 14202 State Zip/Postal C (attach additional page if neces	
	lease include any required or			_
is form must be accompar	ied by appropriate fees		Page 2	

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5708 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

### **Business Entity - Filing Acknowledgement**

11/04/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021110402009-1699573 20211874345 Initial List 11/4/2021 9:06:00 AM 2

Indexed Entity Information:

Entity ID: E18743432021-1

Entity Status: Active

Entity Name: Mercer Strategies MA, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Commercial Recording Division 202 N. Carson Street



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nysos.gov</u> www.nysilverflume.gov

# Initial List and State Business License Application

Mercer Strategies MA, LLC		and the second of the second second second
NAME OF ENTITY		
TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT		
IMPORTANT: Read instructions before completing and returning this form.		
Please indicate the entity type (check only one):		
Corporation	Filed in the Office of	Business Number E18743432021-1
This corporation is publicly traded, the Central Index Key number is:	Bachara R. Cegenste	Filing Number 20211874345
	Secretary of State	Filed On 11/4/2021 9:06:00 AM
Nonprofit Corporation (see nonprofit sections below)	State Of Nevada	Number of Pages 2
I Limited-Liability Company	0.6	
Limited Partnership		
Limited-Liability Partnership		
Business Trust		
Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or S		
nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit designal fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by check Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the be Exemption code 002	king box below. usiness license fee.	
nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' association anization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclud use. Please indicate below if this entity fails under one of these categories by marking the app are categories please submit \$200.00 for the state business license.	on or Religious, charitable, frai led from the requirement to ob propriate box. If the entity does	ternal or other tain a state business s not fall under either of
Unit-owners' Association Religious, charitable, fraternal or other organization	tion that qualifies as a tax-exer	mpt organization
pursuant to 26 U.8.C. § 501(o)	tion - check applicable box	
pursuant to 26 U.S.C. § 501(0) nonprofit entitles formed under NRS Chapter 82 and 80: Charitable Solicitation Late		
pursuant to 26 U.S.C. § 501(0) nonprofit entitles formed under NRS Chapter 82 and 80: Charitable Solicitation Late		
nonprofit entities formed under NRS Chapter 82 and 80: <u>Charitable Solicitation Informat</u> s the Organization intend to solicit charitable or tax deductible contributions?		
nonprofit entities formed under NRS Chapter 82 and 80: <u>Charitable Solicitation Informal</u> s the Organization intend to solicit charitable or tax deductible contributions? No – no additional form is required Yes – the "Charitable Solicitation Registration Statement" is required.	ble Solicitation Registration St	atement" is
Pursuant to 28 0.8.6. 3 501(6) to the organization nonprofit entities formed under NRS Chapter 82 and 80: <u>Charitable Solicitation Informat</u> s the Organization intend to solicit charitable or tax deductible contributions? No – no additional form is required Yes – the "Charitable Solicitation Registration Statement" is required. The Organization claims exemption pursuant to NRS 82A 210 - the "Exemption Error Charitable		
nonprofit entities formed under NRS Chapter 82 and 80: <u>Charitable Solicitation Informat</u> s the Organization intend to solicit charitable or tax deductible contributions? No – no additional form is required Yes – the "Charitable Solicitation Registration Statement" is required. The Organization claims exemption pursuant to NRS 82A.210 - the "Exemption From Charita required		late fees.**
nonprofit entities formed under NRS Chapter 82 and 80: <u>Charitable Solicitation Informat</u> s the Organization intend to solicit charitable or tax deductible contributions? No – no additional form is required Yes – the "Charitable Solicitation Registration Statement" is required. The Organization claims exemption pursuant to NRS 82A.210 - the "Exemption From Charita required		



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> www.nvsilverflume.gov

## Initial List and State Business License Application - Continued

CORPORATION, INDICATE THE PRESIDEN	T, OR EQUIVALENT OF: Title:	Member		and the second se
CSAC Acquisition MA II Corp.		Unit	d State	
Name		Cour		25
2601 South Bayshore Dr., Ste. 900	Miami	Cour	FL	33133
Address	City		State	Language card and the second states of
CORPORATION, INDICATE THE SECRETAR			otate	Zip/Fostal Code
				·····
Name		Coun	inv.	
		ocui		
Address	City		State	Zip/Postal Code
CORPORATION, INDICATE THE TREASURE			otate	Zip/Postal Code
TREASORE	R, OR EQUIVALENT OF: Title:			
Name				
		Count	ry	
Address				
	City		State	Zip/Postal Code
CORPORATION, INDICATE THE DIRECTOR:				
Name				
valle		Count	Ŋ	
Addamaa				
Address	City		State	Zip/Postal Code

Vellorah ? K Х

11/4/2 Authorized Person Title Date

Signature of Officer, Manager, Managing Member, General Partner, Managing Partner, Trustee, Member, Owner of Business, Partner or Authorized Signer FORM WILL BE RETURNED IF UNSIGNED.

NV043 - 8/19/2019 Wolters Kluwer Online

Page 2 of 2 Revised: 1/1/2019



# SECRETARY OF STATE



## NEVADA STATE BUSINESS LICENSE

## Mercer Strategies MA, LLC

### Nevada Business Identification # NV20212272356 Expiration Date: 11/30/2022

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202111042130088 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 11/04/2021.

Barbara K. Cegerste

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

## **Business Entity - Filing Acknowledgement**

10/21/2020

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2020102100050-893418 20200991442 Articles of Organization 10/20/2020 4:17:00 PM 2

**Indexed Entity Information:** 

Entity ID: E9914432020-0

Entity Status: Active

Entity Name: MERCER STRATEGIES PA, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC.

8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevske

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Set 202 Ca (77	RBARA K. CEGAVSKE cretary of State 2 North Carson Street rson City, Nevada 89701-4201 5) 684-5708 •bsite: www.nvsos.gov www.nvsilverflume.gov		Secretary of State State Of Nevada ABOVE \$	-	Filed On 10/20/2020 4:17:00 PM Number of Pages 2 DR OFFICE USE ONLY
For	mation - Limited	-l iability	Comr	any	/
	Articles of Organization	NRS 86.544 - Registra		an	L
	Articles of Organization	Foreign	Limited-Liability tion of Professio	nal	
	NK ONLY - DO NOT HIGHLIGHT	Foreign	Limited-Liability	Company	
1. Name Being Registered in Nevada (See instructions)	MERCER STRATEGIES PA, LLC				
2. Foreign Entity Name: (Name in home jurisdiction)	1 jat ar				
3. Jurisdiction of Formation: (Foreign	3a) Jurisdiction of formation:		<b>3b)</b> Da	ate forme	d:
Limited-Liability Companies)	3c) I declare this entity is in good stand	ling in the jurisdiction of	its formation.		
4. Registered Agent for Service of Process*: (Check only one box)	Corporate Creations Network Inc.	Noncommercial Registe Agent (name and address I	red Delow)	Office or F (title and	Position with Entity d address below)
bile box)	Name of Registered Agent OR Title of Office			<b>.</b>	
	8275 South Eastern Avenue #200 Street Address	Las Vegas City		Nevad	Zip Code
		City		Nevad	
	Mailing Address (if different from street addres	s) City		Here	Zip Code
4a. Certificate of Acceptance of Appointment of	I hereby accept appointment as Registere unable to sign the Articles of Incorporation	n, submit a separate signe	ed Registered A	gent Acce	eptance form.
Registered Agent:	X NIChOlas Nic Authorized Signature of Registered Agent or C	chols, Special Secre On Behalf of Registered Agen		100.00	0/20/2020 ate
5. Management: Domestic Limited-Liability Companies only)	Company shall be managed by: (check	k one box) Manager	(s) OR [>	Merr	nber(s)
6. Name and Address of each Manager(s) or	1) CSAC Acquisition Inc.		Uni	ted State	S
Managing Member(s):	Nome		Cou	ntry	and the second second second
NRS 86 and NRS 86.544, see instructions)	590 Madison Ave., 26th Fl.	New York	· · · · · · · · · · · · · · · · · · ·	NY	10022
Name and Address of	Street Address	City		State	Zip/Postal Code
he Original Manager(s) and	2)				
Member(s): (NRS 89, see	Name		Cou	ntry	
MPORTANT:	Sharet Address				
A certificate from the regulatory board must be submitted showing that each	3) Street Address	City		State	Zip/Postal Code
individual is licensed at the time of filing.	Name		Cour	ntry	
				]	
7. Dissolution Date: Domestic only)	Street Address Latest date upon which the company is t	City to dissolve (if existence is	s not perpetual	State	Zip/Postal Code
	panied by appropriate fees.				Page 1 of 2

DocuSign Envelope ID: 12F98697-8D12-4B0E-8E84-3AF9E8D53C7D

Sec. 202 City 684-	BARA K. CEGAVSKE retary of State North Carson Street Carson , Nevada 89701-4201 (775) 5708 site: www.nvsos.gov www.nvsilvarflume.gov	Limited-Liab	ation - ility Company ed, Page 2
8. Profession to be Practiced: (NRS 89 only)			
9. Series and/or Restricted Limited- Liability Company: (Optional)	Check box if a Series Limited- Liability Company	Domestic Limited-Liabili The Limited-Liability Cor Limited-Liabilit	mpany is a Restricted
10 Records			
Office: (Foreign Limited-Liability Companies)	Address Country	City	State Zip Code
11. Street Address			
of Principal Office: (Foreign Limited-Liability	Address	City	State Zip Code
Companies)	Country		
and Signature of the Organizer: (NRS 86. NRS 89 -Each Organizer must be a licensed professional.) Name and Signature	cannot be found or served wit is hereby appointed as the Ag I declare, to the best of my kn herein is correct and acknowle	owledge under penalty of perjur edge that pursuant to NRS 239.	
of Manager or Member:	Jonathan Sandelman		United States
(NRS 86.544 only)	Name		Country
See instructions	590 Madison Ave., 26th Fl.	New York	NY 10022
	Address DocuSigned by:	City Pres. of Sole Member	State Zip/Postal Code
	SF9D1C5F84094EC		
AN INITIAL	LIST OF OFFICER	S MUST ACCOMP	ANY THIS FILING
	Please include any required o (attach additio	or optional information in space nal page(s) if necessary)	ce below:
	Dia tra dia 17 Mili 1921 Anglany dia		
	tar all a first or t		
	and a second		
-			

# SECRETARY OF STATE ATE OF NEV AD **DOMESTIC LIMITED-LIABILITY COMPANY (86) CHARTER** I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that MERCER STRATEGIES PA, LLC did, on 10/20/2020, file in this office the original ARTICLES OF ORGANIZATION that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada. IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 10/21/2020. Bouhara K. Cegarste BARBARA K. CEGAVSKE Certificate Secretary of State Number: B202010211160562 You may verify this certificate online at http://www.nvsos.gov

**KIMBERLEY PERONDI** Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

10/21/2020

# **Business Entity - Filing Acknowledgement**

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s):

W2020102100050-893419 20200991451 Initial List 10/20/2020 4:17:00 PM 2

Indexed Entity Information:

Entity ID: E9914432020-0

Entity Name: MERCER STRATEGIES PA, LLC

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegavste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

DocuSign Envelope ID: 12F98697-8D12-4B0E-8E84-3AF9E8D53C7D



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nysos.gov www.nysilverflume.gov

# Initial List and State Business License Application

MERCER STRATEGIES PA, LLO	D <sub>Utur</sub> i		
NAME OF ENTITY			
TYPE OR PRINT ONLY - USE	DARK INK ONLY - DO NOT HIGHLIGHT		
IMPORTANT: Read instructions before	completing and returning this form.		
Please indicate the entity type (check or	ly one):	Filed in the Office of	Business Number
Corporation		Barbara K. Cegenst	E9914432020-0 Filing Number
This corporation is pub	licly traded, the Central Index Key number is:	Secretary of State	Filed On
		State Of Nevada	10/20/2020 4:17:00 PM Number of Pages 2
Nonprofit Corporation (see nonp	profit sections below)		
I Limited-Liability Company			
Limited Partnership			
Limited-Liability Partnership			
Limited-Liability Limited Partner	Ship (If formed at the same time as the Limited Partnership)		
	1		
Business Trust     Additional Officers, Managers, Member     HECK ONLY IF APPLICABLE	s, General Partners, Managing Partners, Trustees or Si	ubscribers, may be listed on	a supplemental page.
Business Trust     Additional Officers, Managers, Member     HECK ONLY IF APPLICABLE     Ursuant to NRS Chapter 76, this entity is     001 - Governmental Entity     006 - NRS 6808.020 Insurance Co, p or nonprofit entities formed under NR3 e fee is \$200.00. Those claiming an exercise	s, General Partners, Managing Partners, Trustees or Si	ion are required to maintain a	
Business Trust     Additional Officers, Managers, Member     HECK ONLY IF APPLICABLE     'ursuant to NRS Chapter 76, this entity is     001 - Governmental Entity     006 - NRS 680B.020 Insurance Co, p     or nonprofit entities formed under NR:     he fee is \$200.00. Those claiming an exec     Pursuant to NRS Chapter 76, this en     Exemption code 002     or nonprofit entities formed under NR:     ganization that qualifies as a tax-exemptiones. Please indicate below if this entity	s, General Partners, Managing Partners, Trustees or Si exempt from the business license fee. provide license or certificate of authority number <b>5 Chapter 80:</b> entities without 501(c) nonprofit designati mption under 501(c) designation must indicate by check tity is a 501(c) nonprofit entity and is exempt from the bu <b>5 Chapter 81:</b> entities which are Unit-owners' associatic organization pursuant to 26 U.S.C. § 501(c) are exclud r falls under one of these categories by marking the app r the state business license.	ion are required to maintain a sing box below. usiness license fee. on or Religious, charitable, fr ed from the requirement to o ropriate box. If the entity do	a state business license, atemal or other btain a state business es not fall under either of
Business Trust     Additional Officers, Managers, Member     DEECK ONLY IF APPLICABLE     Ursuant to NRS Chapter 76, this entity is     001 - Governmental Entity     006 - NRS 680B.020 Insurance Co, p     or nonprofit entities formed under NR:     te fee is \$200.00. Those claiming an exer     Pursuant to NRS Chapter 76, this entity     tesemption code 002     or nonprofit entities formed under NR:     reganization that qualifies as a tax-exempt     cense. Please indicate below if this entity     tese categories please submit \$200.00 for         Unit-owners' Association	rs, General Partners, Managing Partners, Trustees or Si exempt from the business license fee. provide license or certificate of authority number S Chapter 80: entities without 501(c) nonprofit designati mption under 501(c) designation must indicate by check tity is a 501(c) nonprofit entity and is exempt from the bu S Chapter 81: entities which are Unit-owners' associatio organization pursuant to 26 U.S.C. § 501(c) are exclud r fails under one of these categories by marking the app r the state business license.	ion are required to maintain a ing box below. usiness license fee. on or Religious, charitable, fr ed from the requirement to o ropriate box. If the entity do tion that qualifies as a tax-ex	a state business license, atemal or other btain a state business es not fall under either of empt organization
Business Trust     Additional Officers, Managers, Member     HECK ONLY IF APPLICABLE     Ursuant to NRS Chapter 76, this entity is     001 - Governmental Entity     006 - NRS 6808.020 Insurance Co, p     or nonprofit entitles formed under NR     te fee is \$200.00. Those claiming an exec     Pursuant to NRS Chapter 76, this en     Exemption code 002     or nonprofit entitles formed under NR     reanse. Please indicate below if this entity     eres categories please submit \$200.00 fo         Unit-owners' Association     or nonprofit entities formed under NR	s, General Partners, Managing Partners, Trustees or Si exempt from the business license fee. brovide license or certificate of authority number <b>S Chapter 80:</b> entities without 501(c) nonprofit designati mption under 501(c) designation must indicate by check tity is a 501(c) nonprofit entity and is exempt from the bu <b>S Chapter 81:</b> entities which are Unit-owners' associatio organization pursuant to 26 U.S.C. § 501(c) are exclud r falls under one of these categories by marking the app r the state business license. Religious, charitable, fraternal or other organizat pursuant to 26 U.S.C. § 501(c) <b>S Chapter 82 and 80: <u>Charitable Solicitation Informar</u></b>	ion are required to maintain a ing box below. usiness license fee. on or Religious, charitable, fr ed from the requirement to o ropriate box. If the entity do tion that qualifies as a tax-ex	a state business license, atemal or other btain a state business es not fall under either of empt organization
Business Trust     Additional Officers, Managers, Member     HECK ONLY IF APPLICABLE     Ursuant to NRS Chapter 76, this entity is     001 - Governmental Entity     006 - NRS 6808.020 Insurance Co, p     or nonprofit entitles formed under NR     te fee is \$200.00. Those claiming an exec     Pursuant to NRS Chapter 76, this en     Exemption code 002     or nonprofit entitles formed under NR     reanse. Please indicate below if this entity     eres categories please submit \$200.00 fo         Unit-owners' Association     or nonprofit entities formed under NR	s, General Partners, Managing Partners, Trustees or Si exempt from the business license fee. brovide license or certificate of authority number <b>S Chapter 80:</b> entities without 501(c) nonprofit designati mption under 501(c) designation must indicate by check tity is a 501(c) nonprofit entity and is exempt from the bu <b>S Chapter 81:</b> entities which are Unit-owners' associatio organization pursuant to 26 U.S.C. § 501(c) are exclud r falls under one of these categories by marking the app r the state business license. Religious, charitable, fraternal or other organizat pursuant to 26 U.S.C. § 501(c) <b>S Chapter 82 and 80: <u>Charitable Solicitation Informar</u></b>	ion are required to maintain a ing box below. usiness license fee. on or Religious, charitable, fr ed from the requirement to o ropriate box. If the entity do tion that qualifies as a tax-ex	a state business license, atemal or other btain a state business es not fall under either of empt organization
Business Trust     Additional Officers, Managers, Member     HECK ONLY IF APPLICABLE     Pursuant to NRS Chapter 76, this entity is     001 - Governmental Entity     006 - NRS 6808.020 Insurance Co, p     or nonprofit entitles formed under NR     re fee is \$200.00. Those claiming an exec     Pursuant to NRS Chapter 76, this en     Exemption code 002     or nonprofit entitles formed under NR     reanization that qualifies as a tax-exemption code 002     or nonprofit entitles formed under NR     rese. Please indicate below if this entity     rese categories please submit \$200.00 for     Unit-owners' Association     or nonprofit entities formed under NR     rese the Organization intend to solicit chapter	s, General Partners, Managing Partners, Trustees or Si exempt from the business license fee. brovide license or certificate of authority number <b>5 Chapter 80:</b> entities without 501(c) nonprofit designati mption under 501(c) designation must indicate by check itty is a 501(c) nonprofit entity and is exempt from the bu- <b>5 Chapter 81:</b> entities which are Unit-owners' associatic organization pursuant to 26 U.S.C. § 501(c) are exclud r falls under one of these categories by marking the app r the state business license. Chapter 82 and 80: <u>Charitable Solicitation Informat</u> ritable or tax deductible contributions?	ion are required to maintain a ing box below. usiness license fee. on or Religious, charitable, fr ed from the requirement to o ropriate box. If the entity do tion that qualifies as a tax-ex	a state business license, atemal or other btain a state business es not fall under either of empt organization
Business Trust     Additional Officers, Managers, Member     HECK ONLY IF APPLICABLE     'ursuant to NRS Chapter 76, this entity is     001 - Governmental Entity     006 - NRS 680B.020 Insurance Co, p     or nonprofit entities formed under NR:     he fee is \$200.00. Those claiming an exec     Pursuant to NRS Chapter 76, this en     Exemption code 002     or nonprofit entities formed under NR:     rganization that qualifies as a tax-exemptions. Please indicate below if this entity     hese categories please submit \$200.00 fo         Unit-owners' Association     or nonprofit entities formed under NR:     des indicate below if this entity     hese categories please submit \$200.00 fo         Unit-owners' Association     or nonprofit entities formed under NR:     loes the Organization intend to solicit cha         No – no additional form is required         Yes – the *Charitable Solicitation Reg	s, General Partners, Managing Partners, Trustees or Si exempt from the business license fee. brovide license or certificate of authority number <b>5 Chapter 80:</b> entities without 501(c) nonprofit designati mption under 501(c) designation must indicate by check itty is a 501(c) nonprofit entity and is exempt from the bu- <b>5 Chapter 81:</b> entities which are Unit-owners' associatic organization pursuant to 26 U.S.C. § 501(c) are exclud r falls under one of these categories by marking the app r the state business license. Chapter 82 and 80: <u>Charitable Solicitation Informat</u> ritable or tax deductible contributions?	ion are required to maintain a sing box below. usiness license fee. On or Religious, charitable, fr ed from the requirement to o ropriate box. If the entity do tion that qualifies as a tax-exi tion - check applicable box	a state business license, atemal or other blain a state business es not fall under either of empt organization
Business Trust     Additional Officers, Managers, Member     HECK ONLY IF APPLICABLE     Pursuant to NRS Chapter 76, this entity is     001 - Governmental Entity     006 - NRS 680B.020 Insurance Co, p     or nonprofit entities formed under NR:     te fee is \$200.00. Those claiming an exer     Pursuant to NRS Chapter 76, this entity     or nonprofit entities formed under NR:     granization that qualifies as a tax-exempl     crase. Please indicate below if this entity     isee categories please submit \$200.00 fo     or nonprofit entities formed under NR:     cancel Unit-owners' Association     or nonprofit entities formed under NR:     ises the Organization intend to solicit cha     No – no additional form is required     Yes – the "Charitable Solicitation Reg     The Organization claims exemption p     required	rs, General Partners, Managing Partners, Trustees or Si exempt from the business license fee. rovide license or certificate of authority number <b>S Chapter 80:</b> entities without 501(c) nonprofit designati mption under 501(c) designation must indicate by check tity is a 501(c) nonprofit entity and is exempt from the bu <b>S Chapter 81:</b> entities which are Unit-owners' associatic organization pursuant to 26 U.S.C. § 501(c) are exclud ralls under one of these categories by marking the app r the state business license. Religious, charitable, fraternal or other organizat pursuant to 26 U.S.C. § 501(c) <b>S Chapter 82 and 80:</b> <u>Charitable Solicitation Informat</u> ritable or tax deductible contributions?	lon are required to maintain a ing box below. usiness license fee. On or Religious, charitable, fr ed from the requirement to o ropriate box. If the entity do tion that qualifies as a tax-ex- tion - check applicable box	a state business license, aternal or other blain a state business es not fall under either of empt organization
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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> www.nvsilverflume.gov

Initial List and State Business License Application - Continued

CORPORATION, INDICATE TH	E PRESIDENT, OR EQUIVALEN	NT OF:	Title:	Member			
CSAC Acquisition Inc.	and a static				United S	tate	s
Name	an the state of a				Country		
590 Madison Ave., 26th Fl.	6	New York			N	Y	10022
Address	(	City			S	ate	Zip/Postal Code
CORPORATION, INDICATE TH	E SECRETARY, OR EQUIVALEN	NT OF:	Title:				
Name					Country		
Address	(	City			S	ate	Zip/Postal Code
CORPORATION, INDICATE TH	E <u>TREASURER,</u> OR EQUIVALEN	NT OF:	Title:				
Name					0		
					Country		
Address		214					
		City			St	ate	Zip/Postal Code
CORPORATION, INDICATE THE	= <u>DIRECTOR</u> :						
Name							
					Country		
					Country		
Address one of the officers or directors idd ne identity of any person or person	entified in the list of officers has	City been ident ority of an o	ified wit	h the fram	St		Zip/Postal Code of concealing e of any unlawful
Address lone of the officers or directors ide re identity of any person or person onduct. declare, to the best of my knowled cknowledge that pursuant to NRS the Office of the Secretary of Sta	entified in the list of officers has as exercising the power or author RELASS TO ge under penalty of perjury, tha 239.330. It is a category C felony	been ident ority of an o at the inform y to knowin	officer o nation co gly offe	h the frau r director i ontained h r any false	Sta dulent in n furthe erein is or forge	corr d in	of concealing e of any unlawful ect and strument for filing
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# SECRETARY OF STATE



# NEVADA STATE BUSINESS LICENSE

# MERCER STRATEGIES PA, LLC

# Nevada Business Identification # NV20201922682 Expiration Date: 10/31/2021

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202010211160572 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 10/21/2020.

Barbara K. Cegenste

BARBARA K. CEGAVSKE Secretary of State

#### Exhibit T3A-46

Entity# : 6523970 Date Filed : 03/10/2017 Pedro A. Cortés Secretary of the Commonwealth

#### PENNSYLVANIA DEPARTMENT OF STATE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Lauren Name	urn document by mail to: Quitmeyer Aarket Street. Suite 2300		Ce	rtificate of Organizatio Limited Liability Co DSCB 15-8821(rev. 2	mpany
Philade City	elphia PA 19	9103 ip Code		8821	
Fee: \$12	1 2	ed small business fee exemption	(see instructions)		
	pliance with the requirements of 15 Pa.C.S. § 8821 (rela certifies that: The name of the limited liability company ( designato PA Health & Wellness LLC				
2.	Complete part (a) or (b) - not both: (a) The address of the limited liability company's ini (post office box alone is not acceptable)	itial registered office in this Co	mmonwealth is:		
	1801 Market Street, Suite 2300	Philadelphia	РА	19103	Philadelphia
	Number and Street (b) name of its commercial registered office provider c/o:	City r and the county of venue is:	State	Zip	County
	Name of Commercial Registered Office Provider				County
3.	The name and address, including street and number,	if any, of each organizer is (all	organizers must sig	n on page 2):	
	Name		Address		
	Darren Weiss			reet, Suite 2300, Phila A, United States, 1910	
4.	Effective date of Statement of Registration ( check, ar	nd if appropriate complete, on	of the following):		
	☑ The Certification of organization shall be effective □ The Certification of organization shall be effective		e.	at	
		Date(1	MM/DD/YYYY)		Hour (if any)
PENN I	File: March 10, 2017	,			

DSCB: 15-8821-2

## 5. Restricted professional companies only.

Check the box if the limited liability company is organized to render a restricted professional service and check the type of restricted professional service(s).

□ The company is a restricted professional company organized to render the following restricted professional service(s):

- □ Chiropractic
- □ Dentistry
- □ Law
  - Medicine and surgery

- □ optometry
- Osteopathic medicine and surgery
- **Podiatric medicine**
- □ Public accounting
- □ Psychology
- □ Veterinary medicine

#### 6. Benefit companies only.

Check the box immediately below if the limited liability company is organized as a benefit company:

#### □ This limited liability company shall have the purpose of creating general public benefit

Optional specific public benefit purpose. Check the box immediately below if the benefit company is organized to have one or more specific public benefits and supply the specific public benefit(s).

See instructions for examples of specific public benefit.

□ This limited liability company shall have the purpose of creating the enumerated specific public benefit(s):

#### 7. For additional provisions of the certificate, if any, attach an $8\frac{1}{2} \times 11$ sheet.

## IN TESTIMONY WHEREOF, the organizer(s) has (have) signed this Certificate of Organization this10 day of March, 2017.

**Darren Weiss** Signature



# 

018942027



# COMMONWEALTH OF PENNSYLVANIA

Department of State Bureau of Corporations and Charitable Organizations PO Box 8722 Harrisburg, Pennsylvania 17105-8722 BUSINESS ORDER REQUEST FORM

Patita Dataila	
Entity Details	
Entity Name	PA Natural Medicine LLC
Entity No.	0006523970
File Date	03/10/2017
Entity Type	Domestic Limited Liability Company
Entity Status	Active
Request Type	
Request Type	Copy Request
Copies Request	
Please select one	Plain Copy Request
Certificate of Amendment	
#0010100397	
Filing Date	
8/1/2017 8:00 AM	
Page Count	
2	

B0586-3128 07/19/2023 3:35 PM Received by Pennsylvania Department of State

Page 1 of 1

	Return document by mail to: athlyn M Landicho	the state of the first state of the state of the state of the		endment-Domestic	
	me 71 Maple Lawn Blvd., Suite 200			822(rev. 2/2017)	
A	ddress alton MD 20759				
Ci	ry State Zip Code	-			
	Return document by email to:		10 10	322	ļ
1	Read all instructions prior to completing. This form may b	e submitted online a	at https://	www.corporations.pa.gov/.	
Fe	e: \$70.00				
	Check one: Limited Partnership (§ 8622)	X Li	mited Lia	bility Company (§ 8822)	
				101 10 10 101 101 101	
	compliance with the requirements of the applicable provision siring to amend its Certificate of Limited Partnership/Certific				
			,		
•	The name of the limited partnership/limited liability compa	any is:			
	PA Health & Wellness LLC				-
		in amhin/Cartificata	of Organi	ration	
2.	The date of filing of the original Certificate of Limited Par	tnership/Certificate	of Organi	zation:	
2.	The date of filing of the original Certificate of Limited Part 3/10/2017	tnership/Certificate	of Organi	zation:	
2.	The date of filing of the original Certificate of Limited Par	tnership/Certificate (	of Organi	zation:	
	The date of filing of the original Certificate of Limited Part 3/10/2017 Date(MM/DD/YYYY)	-			
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## DSCB: 15-8622/8822-2

6. Check if the amendment restates the Certificate of Limited Partnership/Organization:

The restated Certificate of Limited Partnership/Organization supersedes the original Certificate of Limited Partnership/Organization and all previous amendments thereto.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed this <u>1st</u> day of <u>August</u>, <u>2017</u>.

	PA Health & Wellness LLC
Name	of Limited Partnership/Limited Liability Company
	Joseph T Kelley III Esq
	Signature
	Counsel
	Title

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

## **Business Entity - Filing Acknowledgement**

12/09/2020

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2020120901197-989443 20201092776 Articles of Organization 12/8/2020 11:55:00 AM 2

**Indexed Entity Information:** 

Entity ID: E10927772020-3

Entity Status: Active

Entity Name: Parker RE MA, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

BARARA K. CEGAYSKE     Sacretary of State     22 A Drit Carson Street     Carson City, Nevada 89701-4201     (775) 684-5708     Website: www.nrsos.gov     wwww.nrsos.gov     www.nrsos.gov     www.nrsos.gov     www.nrsos.gov			Filed in the Office of Bachara K. Cigous	Business Number E10927772020-3 Filing Number
Secretary of State       Discretary of State         202 North Carson Street       Carson City, Nevada 89701-4201         (77) 583-5708       Website: www.nsiverfilme.gov         Autor of Pages       Date Street         (77) 583-5708       Date Street         (77) 573-5708       Date Street         (77) 573-5708       Date Street         (77)			sama n. ugers	20201092776
222 Norm Larson Street	AND THE PROPERTY AND			Filed On 12/8/2020 11:55:00 AM
2. Foreign Entity     2. Foreign Entity     2. Foreign Entity     2. Foreign Entity     2. Company     3a) Jurisdiction of formation:     3a) Jurisdiction of formation:     3a) Jurisdiction of formation:     3b) Date formed:     3c) 1 declare this entity is in good standing in the jurisdiction of its formation.     4. Registered Agent     3c) 1 declare this entity is in good standing in the jurisdiction of its formation.     4. Registered Agent     3c) 1 declare this entity is in good standing in the jurisdiction of its formation.     4. Registered Agent     4. Registered Agent     4. Registered Agent     4. Registered Agent     4. Control (simulation)     4. Registered Agent     5. Managenent:     Company shall be managed by: (shock one boo)     4. Inter dates     4. Registered Agent     5. Managenent:     Company shall be managed by: (shock one boo)     4. Registered Agent     5. Managenent:     Company shall be managed by: (shock one boo)     4. Registered Agent     5. Managenent:     Company shall be managed by: (shock one boo)     4. Registered Agent     5. Managenent:     Company shall be managed by: (shock one boo)     4. Registered Agent     5. Managenent:     Company shall be managed by: (shock one boo)     4. Registered Agent     5. Managenent:     5. Managenent:     Company shall be managed by: (shock one boo)     4. Registered Agent     5. Managenent:     5. Manag			State Of Nevada	Number of Pages
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Intrinsiduation of Organization Intride Liability Company	States and a state of the state	site: www.nvsos.gov		
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L[NRS 80       Limited-Liability Company       NRS 80.544       Provigo Limited-Liability Company         NRS 80       Professional Limited-Liability Company       NRS 86.555       Provigo Limited-Liability Company         NRS 80.555       Provigo Limited-Liability Company       NRS 86.555       Provigo Limited-Liability Company         Registered in Nevada:       Parker RE MA, LLC       Provigo Limited-Liability Company         See insuctansmol       2.       Foreign Limited-Liability Company         Jurisdiction of ormation:       3b) Date formed:         So Jurisdiction of ormation:       3c) I declare this entity is in good standing in the jurisdiction of its formation.         K. Registered Agent or Service of Process": (Check only Company Departed Creations Network Inc.       Nevada         Name of Registered Agent of Arcles of Incorporate Creations Network Inc.       Nevada         Name of Registered Agent of Acceptance of Appointment of Registered Agent Acceptance form Appointment of Registered Agent of Registered Agent Acceptance form Appointment of Registered Agent Acceptance form Appointment of Registered Agent Acceptance form Natcles of Incorporation. submit is separate Signed Registered Agent Registered	For	mation - Limited-Lia	bility Comp	any
□       NHS 80:305 * Foreign Limited-Liability Company         □       NHS 80:305 * Foreign Limited-Liability Company         YPFE OR PRNT - USE DARK INK ONLY - DO NOT HIGHLIGHT         1. Name Being Registered in Nevada:         Correction Entity Name: Name in home utdatation)         3. Jurisdiction of Formation: (Freego Instruct Liability Companies)         3. Jurisdiction of Formation: (Freego Instruct Liability Companies)         3. Registered Agent for Service of Process*: (Check only nee bod)         7. Registered Agent for Service of Process*: (Check only nee bod)         8. A. Certificate of Acceptance of Acceptanceceptanceceptance Acceptanceceptance Acceptanceptance	NRS 86			Company
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4. Registered Agent for Service of Process*: (Check only of Proce				
For Service of Process*: (Check only ane bod)       Agent: (name only below)       Agent (name and address below)       (title and address below)         Corporate Creations Network Inc. Name of Registered Agent OR Title of Office or Position with Entity       Nevada         As. Certificate of Acceptance of Appointment of Registered Agent:       City       Zip Code         I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form. Appointment of Registered Agent:       Nicholas Nichols, Special Secretary       12/8/2020         S. Management: Domeaste Lamied-Labelty Company shall be managed by: (check one box)       Manager(s)       OR       Member(s)         NRS 86 and NRS 86.544, see natructions)       1) CSAC Acquisition Inc. Name       United States       Country         Name and Address of the Original Manager(s) and Member(s): Name       Street Address       City       State       Zip/Postal Coc         3) Nervert Address       3) Name       Street Address       City       State       Zip/Postal Coc         4) Name       Street Address       City       State       Zip/Postal Coc         5) On Matison Ave., 26th FI.       New York       NY       10022         Name       Country       Street Address       City       State       Zip/Postal Coc				
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Mailing Address (if different from street address)       City       Zip Code         Mailing Address (if different from street address)       City       Zip Code         Acceptance of Appointment of Registered Agent:       I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.         X		Street Address	City	Zip Code
4a. Certificate of Acceptance of Appointment of Registered Agent:       I hereby accept appointment as Registered Agent for the above named Entity. If the registered Agent Acceptance form. Nicholas Nichols, Special Secretary         5. Management: Domestic Limited-Lability Companies only)       Nicholas Nichols, Special Secretary       12/8/2020         6. Name and Address of each Manager(s) or Managing Member(s): NRS 86 and NRS 86.544, see nstructions)       Company shall be managed by: (check one box)       Manager(s) OR       Member(s)         1)       CSAC Acquisition Inc.       United States         Name       Country         590 Madison Ave., 26th FI.       New York       NY       10022         2)       Name       Country       Street Address       City       State       Zip/Postal Cod         4. dottess       City       State       Zip/Postal Cod       Name       Country         Name       Country       Street Address       City       State       Zip/Postal Cod         3)       Name       Country       Street Address       City       State       Zip/Postal Cod         4. Dissolution Date:       I state date upon which the compony is to display is to display to be preserved in the display is to display to be preserved in the display is to display to be preserved in the display of the address       City       State       Zip/Postal Cod				Nevada
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Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity       Date         Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity       Date         Company shall be managed by: (check one box)       Manager(s)       OR       Member(s)         So, Name and Address of each Manager(s):       1)       CSAC Acquisition Inc.       United States         NRS 86 and NRS 86.544, see netroctions)       1)       CSAC Acquisition Inc.       United States         Name and Address of the Original Member(s):       Name       Country       Street Address         Name       Country       Street Address       City       State       Zip/Postal Cod         Name       Country       Name       Country       Name       Country         Manager(s) and Member(s):       (NRS 88, see nstructions)       Street Address       City       State       Zip/Postal Cod         Name       Country       Street Address       City       State       Zip/Postal Cod         3)       Name       Country       State       Zip/Postal Cod       Street Address       City       State       Zip/Postal Cod         3)       Name       Country       Street Address       City       State       Zip/Postal Cod         3)       Name       Co	Acceptance of Appointment of	unable to sign the Articles of Incorporation, submit	a separate signed Registered A	gent Acceptance form.
(Company shall be managed by: (check one box)       Manager(s) OR       Member(s)         Companies only)       1)       CSAC Acquisition Inc.       United States         6 each Manager(s) or       Name       Country         Managing Member(s):       Name       Country         S90 Madison Ave., 26th FI.       New York       NY       10022         Name and Address of the Original Manager(s) and Member(s): (NRS 89, see nstructions)       Street Address       City       State       Zip/Postal Coc         Name       Country       Street Address       City       State       Zip/Postal Cod         Name       Country       Street Address	Registered Agent.		f Registered Agent Entity	the statement of the second
5. Name and Address of each Manager(s)or Managing Member(s): NRS 86 and NRS 86.544, see nstructions)       1) CSAC Acquisition Inc.       United States         NRS 86 and NRS 86.544, see nstructions)       Name       Country         S90 Madison Ave., 26th FI.       New York       NY         Street Address of the Original Manager(s) and Member(s): (NRS 89, see nstructions)       Street Address       City       State       Zip/Postal Cool (Country)         MPORTANT: A conflicate from the regulatory board must be submitted showing that each individual is licensed at the time of filing.       Street Address       City       State       Zip/Postal Cool (Country)         Street Address       City       State       Zip/Postal Cool (Country)         Name       Country       State       Zip/Postal Cool (Country)         Street Address       City       State       Zip/Postal Cool (Country)         Name       Country       State       Zip/Postal Cool         Name       Country       State       Zip/Postal Cool         Name       Country       State       Zip/Postal Cool	Domestic Limited-Liability	Company shall be managed by: (check one box)	Manager(s) OR	Member(s)
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7. Dissolution Date:		Name	Cour	ntry
7. Dissolution Date:		Street Address	City	State Zip/Postal Code
(Domesticonly) Latest date upon which the company is to dissolve (if existence is not perpetual):		Latest date upon which the company is to dissolv		

NV

Sec 202 City 684	RBARA K. CEGAVSKE cretary of State North Carson Street Carson y, Nevada 89701-4201 (775) -5708 bsite: www.nvsos.gov www.nvsilverflume.gov	Limited-Liat	nation - pility Com ued, Page 2	pany
8. Profession to be Practiced: (NRS 89 anly)				
9. Series and/or Restricted Limited- Liability Company: (Optional)	Check box if a Series Limited- Liability Company	The Limited-Liability C	bility Company's <b>only</b> : ompany is a Restricted lity Company	
10 Records Office: (Foreign Limited-Liability Companies)	Address Country	City	State	Zip Code
11. Street Address of Principal Office: (Foreign Limited-Liability Compenies)	Address Country	City	State	Zip Code
12. Name, Address and Signature of the Organizer: (NRS 86, NRS 89 -Each	Process resigns and is not rep	npany - In the event the design placed or the agent's authority th exercise of reasonable dilige gent for Service of Process.	has been revoked of	or the agent
Organizer must be a licensed professional.) Name and Signature of Manager or Member: (NRS 86.544 only)	herein is correct and acknowle	owledge under penalty of perju edge that pursuant to NRS 239 rged instrument for filing in the	.330, it is a categor	ry C felony to
See instructions	140 Pearl St., Ste. 100 Address X_AllMah & Kalls	Buffalo City	NY State (attach additional	14202 Zip/Postal Code page if necessary)
AN INITIAL	LIST OF OFFICER Please include any required o (attach additio			FILING

# SECRETARY OF STATE ATE OF NEV AD **DOMESTIC LIMITED-LIABILITY COMPANY (86) CHARTER** I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that Parker RE MA, LLC did, on 12/08/2020, file in this office the original ARTICLES OF ORGANIZATION that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada. IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 12/09/2020. Bouhara K. Cegarste BARBARA K. CEGAVSKE Certificate Secretary of State Number: B202012091267508 You may verify this certificate online at http://www.nvsos.gov

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

12/09/2020

## **Business Entity - Filing Acknowledgement**

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2020120901197-989444 20201092795 Initial List 12/8/2020 11:55:00 AM 2

Indexed Entity Information:

Entity ID: E10927772020-3

Entity Status: Active

Entity Name: Parker RE MA, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevske

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> www.nvsilverflume.gov

# Initial List and State Business License Application

Parker RE MA, LLC		
NAME OF ENTITY		
TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT	5	
<b>IMPORTANT:</b> Read instructions before completing and returning this form.		
Please indicate the entity type (check only one):		×
Corporation	Filed in the Office of	Business Number E10927772020-3
This corporation is publicly traded, the Central Index Key number is:	Bachara R. Cegerste	Filing Number 20201092795
	Secretary of State State Of Nevada	Filed On 12/8/2020 11:55:00 AM
	State Of Nevada	Number of Pages 2
Nonprofit Corporation (see nonprofit sections below)	1	•
X Limited-Liability Company		
Limited Partnership		
Limited-Liability Partnership		
Limited-Liability Limited Partnership (If formed at the same time as the Limited Partnership	0	
Business Trust	,	
Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees o		
ursuant to NRS Chapter 76, this entity is exempt from the business license fee. 001 - Governmental Entity		
HECK ONLY IF APPLICABLE         ursuant to NRS Chapter 76, this entity is exempt from the business license fee.         001 - Governmental Entity         006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number         or nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit design efee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by ch         Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the Exemption code 002	nation are required to maint ecking box below.	
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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov Website: www.nvsos.gov www.nvslvarflume.gov

# Initial List and State Business License Application - Continued

	SIDENT, OR EQUIVALENT OF:	Title:	Membe	er	
CSAC Acquisition Inc.				United State	s
Name				Country	
590 Madison Ave., 26th Fl.	New York			NY	10022
Address	City			State	Zip/Postal Code
CORPORATION, INDICATE THE SECR	ETARY, OR EQUIVALENT OF:	Title:			
Name				Country	
Address	City			State	Zip/Postal Code
CORPORATION, INDICATE THE TREA	SURER, OR EQUIVALENT OF	Title:			
	57787				
lame				Country	
ddress	City			State	Zip/Postal Code
CORPORATION, INDICATE THE DIREC	TOR:				
lame				Country	
ddress one of the officers or directors identified e identity of any person or persons exerc	City in the list of officers has been ider ising the power or authority of an	tifled wit	h the fra r directo	udulant Intent	Zip/Postal Code
one of the officers or directors identified is e identity of any person or persons exerci- induct. eclare, to the best of my knowledge under knowledge that pursuant to NRS 239.330 the Office of the Secretary of State.	In the list of officers has been ider lising the power or authority of an er penalty of perjury, that the inform, it is a category C felony to knowi	officer o mation co ngly offe	r directo ontained r any fals	udulent intent r in furtherand herein is corr se or forged in 12/(	of concealing e of any unlawful rect and estrument for filing
one of the officers or directors identified is e identity of any person or persons exerci- induct. eclare, to the best of my knowledge unde knowledge that pursuant to NRS 239.330 the Office of the Secretary of State. gnature of Office, Manager, Man ember, General Pattner, Managing ustee, Member, Owner of Busines rtner or Authorized Signer FORM WID	In the list of officers has been ider ising the power or authority of an er penalty of perjury, that the infor , it is a category C felony to knowi Jonathan : raging Partner, S,	officer o mation co ngly offe	r directo ontained r any fals	udulent intent r in furtherand herein is corr se or forged in	of concealing e of any unlawful rect and estrument for filing
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one of the officers or directors identified is e identity of any person or persons exerci- induct. eclare, to the best of my knowledge unde knowledge that pursuant to NRS 239.330 the Office of the Secretary of State. gnature of Office, Manager, Man ember, General Pattner, Managing ustee, Member, Owner of Busines rtner or Authorized Signer FORM WID	In the list of officers has been ider ising the power or authority of an er penalty of perjury, that the infor , it is a category C felony to knowi Jonathan : raging Partner, S,	officer o mation co ngly offe	r directo ontained r any fals	udulent intent r in furtherand herein is corr se or forged in 12/(	e of concealing be of any unlawful rect and estrument for filing

# SECRETARY OF STATE



# NEVADA STATE BUSINESS LICENSE

# Parker RE MA, LLC

# Nevada Business Identification # NV20201962695 Expiration Date: 12/31/2021

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202012091267529 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 12/09/2020.

Barbara K. Cegenste

BARBARA K. CEGAVSKE Secretary of State

BARBARA K. CEGAVSKE

Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings & Notary Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Bivd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

DEBORAH ELIZABETH KALSTEK The Guaranty Bldg. 140 Pearl St., Ste. 100 Buffalo, NY 14202, USA

## Special Handling Instructions:

Receipt Version: 1
Submitter ID: 4471

October 7, 2021

Work Order #: W2021100700059

Description	Fee Description	Filing Number	Filing Date/Time	Filing Status	Qty	Price	Amount
Articles of Organization	Fees	20211807745	10/7/2021 6:26:27 AM	InternalReview	1	\$75.00	\$75.00
Initial List	Fees	20211807747	10/7/2021 6:26:28 AM	InternalReview	1	\$150.00	\$150.00
Initial List	Business License Fee	20211807747	10/7/2021 6:26:28 AM	InternalReview	1	\$200.00	\$200.00
Total							\$425.00

#### Payments

Туре	Description	Payment Status	Amount
Credit Card	6336131722586755903024	Success	\$425.00
Total			\$425.00
			P

Credit Balance: \$0.00

DEBORAH ELIZABETH KALSTEK The Guaranty Bldg. 140 Pearl St., Ste. 100 Buffalo, NY 14202, USA

**KIMBERLEY PERONDI** 

Deputy Secretary for Commercial Recordings



Commercial Recordings & Notary Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

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Total							\$425.00

#### Payments

Description	Payment Status	Amount
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		\$425.00

Credit Balance: \$0.00

DEBORAH ELIZABETH KALSTEK The Guaranty Bldg. 140 Pearl St., Ste. 100 Buffalo, NY 14202, USA

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings

# STATE OF NEVADA OFFICE OF THE SECRETARY OF STATE

Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5708 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

# **Business Entity - Filing Acknowledgement**

10/07/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021100700059 - 1635983 20211807745 Articles of Organization 10/07/2021 06:26:27 AM 2

Indexed Entity Information:

Entity ID: E18077462021-6 Entity Status: Active Entity Name: Parker RE PA, LLC Expiration Date: None

Commercial Registered Agent CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

achara K. Cegarste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings

# STATE OF NEVADA OFFICE OF THE SECRETARY OF STATE

Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5708 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

# **Business Entity - Filing Acknowledgement**

10/07/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021100700059 - 1635984 20211807747 Initial List 10/07/2021 06:26:28 AM 2

**Indexed Entity Information:** 

Entity ID: E18077462021-6 Entity Status: Active Entity Name: Parker RE PA, LLC Expiration Date: None

Commercial Registered Agent CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

achara K. Cegarste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov		Filed in the Office of Bachara K. (you see Secretary of State State Of Nevada	Business Number E18077462021-6 Filing Number 20211807745 Filed On 10/07/2021 06:26:27 AM Number of Pages 2
Formation - Limited	I-Liabili	ity Comp	any
NRS 86 - Articles of Organization Limited-Liability Company	NRS 86.54	4 - Registration of Foreign Limited-Lia	bility Company
NRS 89 - Articles of Organization Professional Limited-Liability Company	NRS 86.55	5 - Registration of Prof Foreign Limited-Lia	

1. Name Being Registered in Nevada: (See instructions)	Parker RE PA, LLC		
2. Foreign Entity Name: (Name in home jurisdiction)			
3. Jurisdiction of	3a) Jurisdiction of formation:		3b) Date formed:
Formation: (Foreign Limited-Liability Companies)	3c) I declare this entity is in good standing in	the jurisdiction of its forma	ation.
4. Registered Agent for Service		ommercial Registered ame and address below)	Office or position with Entity (title and address below)
of Process*: (check only	CORPORATE CREATIONS NETWORK INC.		
one box)	Name of Registered Agent OR Title of Office or Po	sition with Entity	
	8275 SOUTH EASTERN AVENUE #200	Las Vegas	Nevada 89123
	Street Address	City	Zip Code
			Nevada
	Mailing Address (If different from street address)	City	Zip Code
Appointment of Registered Agent: 5. Management: (Domestic Limited-Liability Companies only)	X Nick Nichols, Special Secretary Authorized Signature of Registered Agent or On Behalf of Company shall be managed by: (check one b		10/07/2021           Date           OR              ✓ Member(s)
6. Name and Address	1) CSAC Acquisition Inc.		
of each Manager(s) or	Name	19 - 14	
Managing Member(s): (NRS 86 and NRS 86.544, see instructions)	2601 South Bayshore Drive Suite 900 Address	Miami City	FL 33133 State Zip Code
Name and Address of the Original Manager(s) and Member(s): (NRS 89, see instructions) IMPORTANT: A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing.			
7. Dissolution Date: (Domestic only)	Latest date upon which the company is to diss	olve (if existence is not pe	erpetual):

This form must be accompanied by appropriate fees.

Page 1 of 2 Revised: 1/1/2019

Secreta 202 Nor Carson (775) 68	RA K. CEGAVSKE ry of State th Carson Street City, Nevada 89701-4201 4-5708 :: www.nvsos.gov www.nvsilverflume.gov	Lir	Forma nited-Liabi Continued		any
8. Profession to be Practiced: (NRS 89 only)					
9. Series and/or Restricted Limited- Liability Company: (Optional)	Check box if a Series Limited- Liability Company		Domestic Limited-Liabi ne Limited-Liability Cor Limited-Liabilit	mpany is a Restricted	
10. Records Office: (Foreign Limited-Liability Companies)	Address Country		City	State	Zip code
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address Country		City	State	Zip code
12. Name, Address and Signature of the Organizer: (NRS 86. NRS 89 -Each	*Foreign Limited-Liability Comp Process resigns and is not repl cannot be found or served with is hereby appointed as the Age	aced or the ag exercise of re	ent's authority has asonable diligence,	been revoked or	the agent
Organizer must be a licensed professional.)	I declare, to the best of my known herein is correct and acknowle knowingly offer any false or for	dge that pursu	ant to NRS 239.33	0, it is a category	C felony to
of Manager or	Deborah E. Kalstek			United States	
(NRS 86.544 only)	Name			Country	
(NICO CO.SHA CINY)	c/o Hodgson Russ LLP, 140 Pear	rl St Ste 100	Buffalo	NY	14202
See instructions	Address Deborah E. Kalstek		City (attach	State additional page if nec	Zip/Postal Code essary)
AN INITIAL	LIST OF OFFICER	S MUST	ACCOMPA	ANY THIS	FILING
	Please include any required o (attach additio	or optional inf onal page(s) if ne		e below:	

This form must be accompanied by appropriate fees.

Page 2 of 2 Revised: 1/1/2019



Exemption Code 002

these categories please submit \$200.00 for the state business license.

Does the Organization intend to solicit charitable or tax deductible contributions?

Yes - the \*Charitable Solicitation Registration Statement\* is required.

Unit-owners' Association

No - no additional form is required

required

BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov www.nvsilverflume.gov

# Initial List and State Business License Application

Initial List Of Officers, Managers, Members, General Partners, Managing Partners, or Trustees: Parker RE PA, LLC NAME OF ENTITY TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT IMPORTANT: Read instructions before completing and returning this form. Please indicate the entity type (check only one): П Corporation Filed in the Office of Business Number E18077462021-6 This corporation is publicly traded, the Central Index Key number is: Bachara K. Cegarste Filing Nur 20211807747 Filed On Secretary of State 10/07/2021 06:26:28 AM State Of Nevada Nonprofit Corporation (see nonprofit sections below) Number of Pages Limited-Liability Company Limited Partnership Limited-Liability Partnership Limited-Liability Limited Partnership (if formed at the same time as the Limited Partnership) П **Business Trust** Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers, may be listed on a supplemental page. CHECK ONLY IF APPLICABLE Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. 001 - Governmental Entity 006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number For nonprofit entities formed under NRS chapter 80: entities without 501(c) nonprofit designation are required to maintain a state business license, the fee is \$200.00. Those claiming and exemption under 501(c) designation must indicate by checking box below Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the business license fee.

For nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' association or Religious, Charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C \$ 501(c) are excluded from the requirement to obtain a state business license. Please indicate below if this entity falls under one of these categories by marking the appropriate box. If the entity does not fall under either of

pursuant to 26 U.S.C. \$501(c)
For nonprofit entities formed under NRS Chapter 82 and 80:Charitable Solicitation Information - check applicable box

The Organization claims exemption pursuant to NRS 82A 210 - the \*Exemption From Charitable Solicitation Registration Statement\* is

\*\*Failure to include the required statement form will result in rejection of the filing and could result in late fees.\*\*

Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization

page 1 of 2 Revised: 1/1/2019



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov www.nvsilverflume.gov

Officers, Managers, Members, General Partners, Managing Partners or Trustees:

CORPORATION, INDICATE THE MANAGING MEME	BER:			
CSAC Acquisition Inc.		USA		
Name		Country	/	
2601 South Bayshore Drive Suite 900	Miami	F	FL	33133
Address	City	S	tate	Zip/Postal Code

None of the officers and directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the office of the Secretary of State.

Title

X Jonathan Sandelman

**Authorized Signer** 

Date

10/07/2021

Signature of Officer, Manager, Managing Member, General Partner, Managing Partner, Trustee, Member, Owner of Business, Partner or Authorized Signer FORM WILL BE RETURNED IF UNSIGNED

> page 2 of 2 Revised: 1/1/2019

# SECRETARY OF STATE

# **DOMESTIC LIMITED-LIABILITY COMPANY (86) CHARTER**

ATE OF NEV AD

I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that **Parker RE PA**, **LLC** did, on 10/07/2021, file in this office the original Articles of Organization that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.



Certificate Number: B202110072053962 You may verify this certificate online at <u>http://www.nvsos.gov</u> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 10/07/2021.

Barbara K. Cegarste

BARBARA K. CEGAVSKE Secretary of State

# SECRETARY OF STATE



# NEVADA STATE BUSINESS LICENSE

Parker RE PA, LLC

# Nevada Business Identification # NV20212246365 Expiration Date: 10/31/2022

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202110072053963 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 10/07/2021.

Bouhara K. Cegenske

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

## **Business Entity - Filing Acknowledgement**

02/11/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021021100749-1124170 20211232342 Articles of Organization 2/11/2021 8:00:00 AM 2

#### **Indexed Entity Information:**

Entity ID: E12323432021-3

Entity Status: Active

Entity Name: Parker Solutions FL, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

Formation         Image: Second Seco	Address (if different from street address)	a bility Co 86.544 - Registration of Foreign Limited 86.555 - Registration of 1 Foreign Limited a jurisdiction of its form mmercial Registered me and address below) an with Entity Las Vegas City City for the above named En a separate signed Registered S Nichols, Special S	Clability Co     Co     Professiona     Liability Co     Solution     Co     Solution     Of     Co     Co	any ompany ompany ompany fice or F fittle and Nevad Nevad	d: Position with Entity address below) a 89123 Zip Code la Zip Code ed agent is
INRS 89 - Profest         TYPE OR PRINT - USE DARK INK ONLY -         1. Name Being Registered in Nevada: (See instructions)         2. Foreign Entity Name: (Name in home Jurisdiction)         3. Jurisdiction of Formation: (Foreign Limited-Liability Companies)         4. Registered Agent for Service of Process*: (Check only one box)         4. Registered Agent for Service of Process*: (Check only one box)         4. Certificate of Acceptance of Appointment of Registered Agent:         5. Management: Domestic Limited-Liability Companies only)         6. Name and Address of each Manager(s) or Managing Member(s): NRS 86 and NRS 86.544, see instructions)         1) CSA Name and Address of the Original Manager(s) and	Address (if different from street address)	a jurisdiction of its form mmercial Registered me and address below) in with Entity Las Vegas City City for the above named En a separate signed Regi S Nichols, Special S	3b) Date ation. Of () () () () () () () () () () () () ()	a forme	Position with Entity address below) a 89123 Zip Code la Zip Code ed agent is aptance form.
1. Name Being Registered in Nevada:       Parker 1         Registered in Nevada:       Parker 1         (See instructions)       2. Foreign Entity Name: (Name in home unisdiction)       Parker 1         3. Jurisdiction of Formation: (Foreign Limited-Liability Companies)       3a) J         4. Registered Agent for Service of Process*: (Check only one box)       X         4. Certificate of Acceptance of Appointment of Registered Agent:       X         5. Management: Domestic Limited-Liability Zompanies only)       Compon 8275 S         5. Name and Address of each Manager(s) on Managing Member(s): NRS 86 and NRS 86.544, see nstructions)       1) CSA Name 1877 Street         Name and Address of he Original Manager(s) and       1) Name	Solutions FL, LLC Urisdiction of formation: declare this entity is in good standing in the Commercial Registered gent:(name only below) Crate Creations Network Inc. f Registered Agent OR Title of Office or Positie iouth Eastern Avenue #200 ddress Address (if different from street address) by accept appointment as Registered Agent ie to sign the Articles of Incorporation, submit	mmercial Registered me and address below) in with Entity Las Vegas City City City for the above named En a separate signed Regis S Nichols, Special S	titly. If the I	fice or F (title and Nevad Nevad	Position with Entity address below) a 89123 Zip Code la Zip Code ed agent is aptance form.
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4a. Certificate of Acceptance of Appointment of Registered Agent:       I here unable and better and be	by accept appointment as Registered Agent le to sign the Articles of Incorporation, submit	for the above named En a separate signed Regi s Nichols, Special S	stered Age	ent Acce	ed agent is aptance form.
Domestic Limited-Liability Companies only) 5. Name and Address of each Manager(s) or Managing Member(s): NRS 86 and NRS 86.544, see nstructions) Name and Address of the Original Manager(s) and	enalt of the gratered Agent of On Benalt			y Da	
of each Manager(s) or Managing Member(s): NRS 86 and NRS 86.544, see Instructions) Name and Address of he Original Manager(s) and	any shall be managed by: (check one box)	Manager(s) C	R X	Mem	iber(s)
Name and Address of he Original Manager(s) and         Name	C Acquisition FL Corp.		United	d State:	5
Name and Address of he Original Manager(s) and	e		Countr	ry	
he Original Manager(s) and	70 N CR 225	Gainsville		FL	32609
Manager(s) and	t Address	City		State	Zip/Postal Code
Name					
Member(s): (NRS 89, see	9		Countr	У	
MPORTANT:	Address	City		Chatta	Zin/Destel O
A certificate from the regulatory board must be submitted showing that each 3)	tAddress	City	1	State	Zip/Postal Code
individual is licensed at the time of filing.	1		Country	v	
Street	Address	City		State	Zip/Postal Code
Domestic only)	date upon which the company is to dissolv	e (if existence is not pe	erpetual):		
This form must be accompanied by 9/2019 Wolters Kluwer Online					Page 1 of 2 Revised: 1/1/2019

Sec 202 City 684	RBARA K. CEGAVSKE retary of State North Carson Street Carson v, Nevada 89701-4201 (775) -5708 bsite: www.nvsos.gov www.nvsilverflume.gov	Formation - Limited-Liability Company Continued, Page 2
8. Profession to be Practiced: (NRS 89 only)		
9. Series and/or Restricted Limited- Liability Company: (Optional)	Check box if a Series Limited- Liability Company	Domestic Limited-Liability Company's only: The Limited-Liability Company is a Restricted Limited-Liability Company
10 Records Office: (Foreign Limited-Liability Companies)	Address Country	City State Zip Code
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address Country	City State Zip Code
12. Name, Address and Signature of the Organizer: (NRS 86. NRS 89 -Each Organizer must be a	Process resigns and is not rep	npany - In the event the designated Agent for Service of olaced or the agent's authority has been revoked or the agent h exercise of reasonable diligence, then the Secretary of State ent for Service of Process.
Name and Signature of Manager or Member: (NRS 86.544 only) See instructions	knowingly offer any false or fo Sheri Cholodofsky Name 18770 N CR 225 Address DecuSigned by: Stari Cholodofd	adge that pursuant to NRS 239.330, it is a category C felony to rged instrument for filing in the Office of the Secretary of State United States Country Gainsville City State Zip/Postal Co (attach additional page if necess
<u>AN INITIAL</u>	Please include any required o	S MUST ACCOMPANY THIS FILING or optional information in space below: anal page(s) if necessary)



**KIMBERLEY PERONDI** Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

# **Business Entity - Filing Acknowledgement**

02/11/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s):

W2021021100749-1124171 20211232356 Initial List 2/11/2021 8:00:00 AM 2

**Indexed Entity Information:** 

Entity ID: E12323432021-3

Entity Status: Active

Entity Name: Parker Solutions FL, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegavste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

DocuSign Envelope ID: 7358D0D0-01DE-46C0-AF06-9B282E239375

NE YADA	

BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> www.nvsilverflume.gov

## Initial List and State Business License Application

Dealers Calutions FL LLC	anagers, Members, General Partne		
Parker Solutions FL, LLC			
NAME OF ENTITY			
TYPE OR PRINT ONLY - USE DA	ARK INK ONLY - DO NOT HIGHLIGHT		
IMPORTANT: Read instructions before co	ompleting and returning this form.		
Please indicate the entity type (check only	one):		
Corporation		Filed in the Office of	Business Number E12323432021-3
This corporation is public	ly traded, the Central Index Key number is:	Dalhara K. (igeiste Secretary of State	Filing Number 20211232356 Filed On
		State Of Nevada	2/11/2021 8:00:00 AM Number of Pages
Nonprofit Corporation (see nonpro	fit sections below)		2
Limited-Liability Company			
Limited Partnership			
Limited-Liability Partnership			
Limited-Liability Limited Partnershi	p (If formed at the same time as the Limited Partnership)		
Business Trust			
Additional Officers, Managers, Members,	General Partners, Managing Partners, Trustees or	Subscribers, may be listed	on a supplemental page.
HECK ONLY IF APPLICABLE ursuant to NRS Chapter 76, this entity is ex	amat from the husiness license for		
001 - Governmental Entity	empt nom the business license lee.		
006 - NRS 680B.020 Insurance Co, pro-	vide license or certificate of authority number		
or nonprofit entities formed under NRS C	hapter 80: entities without 501(c) nonprofit design	ation are required to mainta	in a state business license,
or nonprofit entities formed under NRS C e fee is \$200.00. Those claiming an exemp		cking box below.	in a state business license,
or nonprofit entities formed under NRS C e fee is \$200.00. Those claiming an exemp Pursuant to NRS Chapter 76, this entity Exemption code 002 or nonprofit entities formed under NRS C panization that qualifies as a tax-exempt or	chapter 80: entities without 501(c) nonprofit design tion under 501(c) designation must indicate by che is a 501(c) nonprofit entity and is exempt from the chapter 81: entities which are Unit-owners' associa ganization pursuant to 26 U.S.C. § 501(c) are exclu- ls under one of these categories by marking the are set of the set	cking box below. business license fee. ation or Religious, charitable	, fraternal or other
or nonprofit entities formed under NRS C e fee is \$200.00. Those claiming an exempl Pursuant to NRS Chapter 76, this entity Exemption code 002 or nonprofit entities formed under NRS C ganization that qualifies as a tax-exempt or prese. Please indicate below if this entity fa	chapter 80: entities without 501(c) nonprofit design tion under 501(c) designation must indicate by che is a 501(c) nonprofit entity and is exempt from the chapter 81: entities which are Unit-owners' associa ganization pursuant to 26 U.S.C. § 501(c) are exclu- ls under one of these categories by marking the are set of the set	cking box below. business license fee. ation or Religious, charitable uded from the requirement to ppropriate box. If the entity	, fraternal or other o obtain a state business does not fail under either of
or nonprofit entities formed under NRS C e fee is \$200.00. Those claiming an exempl Pursuant to NRS Chapter 76, this entity Exemption code 002 or nonprofit entities formed under NRS C ganization that qualifies as a tax-exempt or ense. Please indicate below if this entity fa see categories please submit \$200.00 for th Unit-owners' Association	hapter 80: entities without 501(c) nonprofit design tion under 501(c) designation must indicate by che- is a 501(c) nonprofit entity and is exempt from the hapter 81: entities which are Unit-owners' associa ganization pursuant to 26 U.S.C. § 501(c) are excl: lis under one of these categories by marking the ap- te state business license. Religious, charitable, fraternal or other organiz- pursuant to 26 U.S.C. § 501(c) hapter 82 and 80: Charitable Solicitation Inform	cking box below. business license fee. tition or Religious, charitable uded from the requirement to ppropriate box. If the entity ration that qualifies as a tax-	, fraternal or other o obtain a state business does not fall under either of exempt organization
r nonprofit entities formed under NRS C     fee is \$200.00. Those claiming an exempl     Pursuant to NRS Chapter 76, this entity     Exemption code 002     r nonprofit entities formed under NRS C     anization that qualifies as a tax-exempt or     mese. Please indicate below if this entity fa     ese categories please submit \$200.00 for the     Unit-owners' Association	hapter 80: entities without 501(c) nonprofit design tion under 501(c) designation must indicate by che- is a 501(c) nonprofit entity and is exempt from the hapter 81: entities which are Unit-owners' associa ganization pursuant to 26 U.S.C. § 501(c) are excl: lis under one of these categories by marking the ap- te state business license. Religious, charitable, fraternal or other organiz- pursuant to 26 U.S.C. § 501(c) hapter 82 and 80: Charitable Solicitation Inform	cking box below. business license fee. tition or Religious, charitable uded from the requirement to ppropriate box. If the entity ration that qualifies as a tax-	, fraternal or other o obtain a state business does not fall under either of exempt organization
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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> www.nvsilverflume.gov

Initial List	and State
Business	License
Application	- Continued

#### Officers, Managers, Members, General Partners, Managing Partners or Trustees:

		Unit	ed State	s
Name		Cour	ntry	
18770 N CR 225	Gainsville		FL	32609
Address	City		State	Zip/Postal Code
CORPORATION, INDICATE THE SECRETARY, OR	EQUIVALENT OF: Title:			
Name		Cour	to/	
		Cour	iu y	
Address	City		State	Zip/Postal Code
CORPORATION, INDICATE THE TREASURER, OR	EQUIVALENT OF: Title:			
lame		Cour	try	
ddress	City		State	Zip/Postal Code
CORPORATION, INDICATE THE DIRECTOR:		1		
lame		Cour	try	
ddress	City		State	Zip/Postal Code
one of the officers or directors identified in the list of le identity of any person or persons exercising the po onduct. declare, to the best of my knowledge under penalty of	ower or authority of an officer or dire	ctor in fu	therand	ce of any unlawful rect and
DocuSigned by:				
the Office of the Secretary of State.	President/CEO of Memb	er		2/9/2021

## SECRETARY OF STATE



### NEVADA STATE BUSINESS LICENSE

Parker Solutions FL, LLC

#### Nevada Business Identification # NV20212015910 Expiration Date: 02/28/2022

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202102111425757 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 02/11/2021.

Barbara K. Cegenste

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



SECRETARY OF STATE

Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5708 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

10/14/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s):

W2021101301793-1648996 20211822119 Articles of Organization 10/13/2021 10:27:00 AM 2

#### Indexed Entity Information:

Entity ID: E18221202021-3

Entity Name: PARKER SOLUTIONS IL, LLC

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC.

8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

liona K. Cegevske

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

See 20 Ca (77 WW	ARBARA K. CEGAVSKE cretary of State 2 North Carson Street rson City, Nevada 89701-4201 (5) 684-5708 ebsite: www.nvsos.gov www.nvsilverflume.gov	Secretary o State Of No	of State evada	PACE IS I	18221202021-3 iling Number 0211822119 iled On 0/13/2021 10:27:00 AN iumber of Pages
Foi	mation - Limited-Li	ability Co	omr	an	v
X NRS	Articles of Organization	S 86 544 _ Registration of			
	Articles of Organization	Foreign Limited	Professio	nal	8
TYPE OR PRINT - LISE DARK	NK ONLY - DO NOT HIGHLIGHT	S 80.555 - Foreign Limited	I-Liability	Company	у
I. Name Being Registered in Nevada	PARKER SOLUTIONS IL LLC				
Ame: (Name in home prisdiction)					
Jurisdiction of ormation: (Foreign	3a) Jurisdiction of formation:		3b) Da	ite forme	ed:
mited-Liability Companies)	3c) I declare this entity is in good standing in the	he jurisdiction of its form		Г	7
. Registered Agent or Service	Commercial Registered Nonc	commercial Registered name and address below)		Office or (title an	Position with Entity ad address below)
f Process*: (Check only ne box)	Corporate Creations Network Inc.			(	
le box)	Name of Registered Agent OR Title of Office or Posit	tion with Entity			I
	8275 South Eastern Avenue #200	Las Vegas		Neva	da 89123
	Street Address	City		-	Zip Code
				Neva	da
	Mailing Address (if different from street address)	City			Zip Code
a. Certificate of	I hereby accept appointment as Registered Agent	for the above named En t a separate signed Regi	stered Ag	gent Acc	red agent is eptance form. 10/13/2021
cceptance of ppointment of egistered Agent:	unable to sign the Articles of Incorporation, submit X	s Nichols, Special	Secreta	-	ate
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cceptance of ppointment of egistered Agent: Management: omestic Limited-Liability empanies only) Name and Address	X Nichola Authorized Signature of Registered Agent or On Behalf	s Nichols, Special S of Registered Agent Entity	RX	Di Men	ate nber(s)
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3. Profession to be         Practiced: (NRS 89 only)         9. Series and/or         Restricted Limited-Liability Company:         Liability Company:         Optional)         10 Records         Office:         Foreign Limited-Liability         Country         Country	Restricted y State State	Zip Code
Restricted Limited-Liability Company:       Check box if a Series Limited-Liability Company       Domestic Limited-Liability Company is a Limited-Liability Company is a Limited-Liability Company is a Limited-Liability Company is a City         00 Records       Address       City         Office:       Address       City         Foreign Limited-Liability Company is a       City         1. Street Address       Address         of Principal Office:       Address         Country       City         2. Name, Address       City Country         md Signature of the Organizer:       *Foreign Limited-Liability Company - In the event the designated Agen Process resigns and is not replaced or the agent's authority has been to is hereby appointed as the Agent for Service of Process.	Restricted y State State	
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A sensed professional.) I declare, to the best of my knowledge under penalty of perjury, that the herein is correct and acknowledge that pursuant to NRS 239.330, it is knowingly offer any false or forged instrument for filing in the Office of t	a categor	C felony to
Deborah E. Kalstek, Paralegal, c/o Hodgson Russ LLP Unit	ted States	1
IRS 86.544 only) Name Cour	intry	
ee instructions 140 Pearl St., Ste. 100 Buffalo Address C. City City	NY	14202
X Malmah C Kalakt animum	State h additional	Zip/Postal Code page if necessary)
AN INITIAL LIST OF OFFICERS MUST ACCOMPANY T Please include any required or optional information in space below: (attach additional page(s) if necessary)	and the second second	ILING

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5708 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

10/14/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021101301793-1648997 20211822131 Initial List 10/13/2021 10:27:00 AM 2

Indexed Entity Information:

Entity ID: E18221202021-3

Entity Name: PARKER SOLUTIONS IL, LLC

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegerste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov www.nvsilverflume.gov

## Initial List and State Business License Application

PARKER SOLUTIONS IL, LLC			
NAME OF ENTITY			
TYPE OR PRINT ONLY - USE DAR	K INK ONLY - DO NOT HIGHLIGHT		
IMPORTANT: Read instructions before comple			
Please indicate the entity type (check only one)			
Corporation		Filed in the Office of	Business Number E18221202021-3
This corporation is publicly tra	aded, the Central Index Key number is:	Dachara R. Cegenste	Filing Number 20211822131
		Secretary of State State Of Nevada	Filed On 10/13/2021 10:27:00 AM
Nonprofit Corporation (see nonprofit se	ections below)	State Of Nevada	Number of Pages 2
X Limited-Liability Company			
Limited Partnership			
Limited-Liability Partnership			
Limited-Liability Limited Partnership (#)     Business Trust	formed at the same time as the Limited Partnership)		
Business Trust Additional Officers, Managers, Members, Gene			
ECK ONLY IF APPLICABLE			ouppioniontal page.
rsuant to NRS Chapter 76, this entity is exempt	t from the business license fee.		
001 - Governmental Entity 006 - NRS 680B.020 Insurance Co, provide I	cease or certificate of authority number		
		and the second se	
nonprofit entitles formed under NRS Chapt	terre to	- Hanna	
r nonprofit entitles formed under NRS Chapt fee is \$200.00. Those claiming an exemption u	ter 80: entitles without 501(c) nonprofit design inder 501(c) designation must indicate by che	cking box below.	state business license,
tee is \$200.00. Those claiming an exemption u	ter 80: entities without 501(c) popprofit design	cking box below.	state business license,
Pursuant to NRS Chapter 76, this entity is a s	ter 80: entities without 501(c) nonprofit design ander 501(c) designation must indicate by che 501(c) nonprofit entity and is exempt from the ter 81: entities which are Unit-owners' associa ration pursuant to 26 U.S.C. § 501(c) are exclu- viter non of these categories in working the	cking box below. business license fee.	
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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> <u>www.nvsilverflume.gov</u>

## Initial List and State Business License Application - Continued

CORPORATION, INDICATE THE PRESIDEN	T, OR EQUIVALENT OF:	Title:	Membe	r	
CSAC Acquisition Inc.				United State	
Name				Country	
2601 South Bayshore Dr., Ste. 900	Miami			FL	33133
Address	City				Zip/Postal Code
CORPORATION, INDICATE THE SECRETARY	Y, OR EQUIVALENT OF:	Title:	[		
Name				Country	
	······			Country	
Address	City			State	Zip/Postal Code
CORPORATION, INDICATE THE TREASURE	C OR EQUIVALENT OF:	Title:			
Name					
Name	······ · ······			Country	
Address	City				Zie (Destal Os da
CORPORATION, INDICATE THE DIRECTOR:	City			State	Zip/Postal Code
Diveorory.				· · · · · · · · · · · · · · · · · · ·	
Name				Country	
Address	City			State	Zip/Postal Code

Deborah E. Kalstek, Auth. Rep.

Title

× Delouch E. Kalatot

Signature of Officer, Manager, Managing Member, General Partner, Managing Partner, Trustee, Member, Owner of Business, Partner or Authorized Signer FORM WILL BE RETURNED IF UNSIGNED.

Page 2 of 2 Revised: 1/1/2019

10/13/2021

Date

NV043 - 8/19/2019 Wolters Kluwer Online



## SECRETARY OF STATE



### NEVADA STATE BUSINESS LICENSE

#### PARKER SOLUTIONS IL, LLC

#### Nevada Business Identification # NV20212252684 Expiration Date: 10/31/2022

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202110142070958 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 10/14/2021.

Barbara K. Cegenste

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

11/19/2020

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2020111802529-946952 20201051080 Articles of Organization 11/18/2020 8:21:00 AM 2

**Indexed Entity Information:** 

Entity ID: E10510812020-2

Entity Status: Active

Entity Name: Parker Solutions MA, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

(775	son City, Nevada 89701-4201 5) 684-5708 bsite: www.nvsos.gov www.nvsilverflume.gov	State O	f Nevada ABOVE SPA	2	OR OFFICE USE ONLY
For	mation - Limited	-Liability C	ompa	any	L
NRS 8	6 - Articles of Organization Limited-Liability Company	NRS 86.544 - Registratio	n of nited-Liability Co	moanu	-
NRS 8	Articles of Organization	Registration	n of Professiona nited-Liability Co	1	
TYPE OR PRINT - USE DARK IN	K ONLY - DO NOT HIGHLIGHT				
1. Name Being Registered in Nevada: See instructions)	Parker Solutions MA, LLC				
2. Foreign Entity Name: (Name in home urisdiction)	00 A				
3. Jurisdiction of	3a) Jurisdiction of formation:		3b) Date	forme	d:
Formation: (Foreign .imited-Liability Companies)	3c) I declare this entity is in good stand	ing in the jurisdiction of its	formation.		
4. Registered Agent for Service of Process*: (Check only	Commercial Registered Agent:(name only below) Corporate Creations Network Inc.	Noncommercial Registered Agent (name and address belo	ow) 🗌 Of		osition with Entity address below)
ne box)	Name of Registered Agent OR Title of Office	or Position with Entity			
	8275 South Eastern Avenue #200	Las Vegas		Nevad	a 89123
	Street Address	City			Zip Code
	Mailing Address (if different from street addres	s) City		Nevad	Zip Code
la. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registere unable to sign the Articles of Incorporation X 2572 Authorized Signature of Registered Agent or C	n, submit a separate signed Nicholas Nichols, Specia	Registered Age al Secretary	nt Acce	eptance form. 11/18/2020
5. Management: Domestic Limited-Liability Companies only)	Company shall be managed by: (check	one box) Manager(s)	OR 🔀	Mem	iber(s)
6. Name and Address	1) Sira Naturals Inc.		United	d States	5
of each Manager(s) or Managing Member(s):	Name		Countr	у	
NRS 86 and NRS 86.544, see instructions)	300 Trade Center, Ste. 7750	Woburn		MA	01801
ame and Address of	Street Address	City		State	Zip/Postal Code
he Original /anager(s) and	2)				
Member(s): (NRS 89, see	Name Second Address to T		Countr	у	
structions) MPORTANT:	administer CR 18				
A certificate from the regulatory board must be	Street Address	City		State	Zip/Postal Code
	3)				
time of filing.	Name		Country	·	
	Street Address	City		State	Zip/Postal Code
7. Dissolution Date: Domestic only)	Latest date upon which the company is t		ot perpetual):	State	Lipir Usiai G00e
	panied by appropriate fees.				Page 1 of 2 Revised: 1/1/2019

	BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsols.gov www.nvsilverflume.gov					bany	
8. Profession to b Practiced: (NRS 89 of	-	Center, Stell 752					
9. Series and/or Restricted Limited Liability Company (Optional)	<b>a-</b>	box if a Series Limited- iability Company		Domestic Limited-Li ne Limited-Liability Limited-Lia			
10 Records Office: (Foreign Limited-Liability Companies)	Address Country			City		State	Zip Code
11. Street Addres							
of Principal Office (Foreign Limited-Liability Companies)	Country			City	5	State	Zip Code
12. Name, Addres and Signature of t Organizer: (NRS 86. NRS 89 -Each Organizer must be a	the Process cannot b is hereby	Limited-Liability Comp resigns and is not repl e found or served with y appointed as the Age	aced or the a exercise of ent for Servic	agent's authority reasonable dilig e of Process.	/ has been rev ence, then the	oked o Secre	or the agent etary of State
icensed professional.)	herein is	, to the best of my kno correctiond acknowled	dge that purs	uant to NRS 23	9.330, it is a c	ategor	y C felony to
Name and Signatu of Manager or		ly offer any false or for	ged instrume	nt for filing in th			tary of State.
Member:	Jonathar	n Sandelman			United	States	
NRS 86.544 only)	Name		di .		Country		
See instructions	Address	dison Ave, 26th Fl.		New York City	[	NY State	10022 Zip/Postal Code
	X_	5F9D1C6F84094EC	Secy. of I	Member	(attach ac	dditional	page if necessary)
	AL LICT	OF OFFICERS	S MUST	ACCOM		IIS F	ILING
AN INITI	AL LIST					_	
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NV0

# SECRETARY OF STATE ATE OF NEV AD **DOMESTIC LIMITED-LIABILITY COMPANY (86) CHARTER** I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that Parker Solutions MA, LLC did, on 11/18/2020, file in this office the original ARTICLES OF ORGANIZATION that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.



Certificate Number: B202011191222329 You may verify this certificate online at <u>http://www.nvsos.gov</u> IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 11/19/2020.

Bouhara K. Cegarste

BARBARA K. CEGAVSKE Secretary of State

**KIMBERLEY PERONDI** Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

11/19/2020

#### **Business Entity - Filing Acknowledgement**

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s):

W2020111802529-946953 20201051085 Initial List 11/18/2020 8:21:00 AM 2

**Indexed Entity Information:** 

Entity ID: E10510812020-2

Entity Status: Active

Entity Name: Parker Solutions MA, LLC **Expiration Date:** None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

liona K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

DocuSign Envelope	ID:	08D653EF-5E98-4FA6-9D94-FCBA033BB34B

 AVAD D

Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> www.nvsilverflume.gov

BARBARA K. CEGAVSKE

## Initial List and State Business License Application

Initial List of Office	rs, Managers, Members, General Partne	rs, managing Partner	is, or trustees:
Parker Solutions MA, LLC			
NAME OF ENTITY	and the second		
TYPE OR PRINT ONLY - U	JSE DARK INK ONLY - DO NOT HIGHLIGHT		
IMPORTANT: Read instructions t	before completing and returning this form.		
Please indicate the entity type (che	eck only one):	2	19
Corporation		Filed in the Office of	Business Number E10510812020-2
This corporation is	s publicly traded, the Central Index Key number is:	Darhara K. Cegarste	Filing Number 20201051085
	+CGA, SB- =B	Secretary of State State Of Nevada	Filed On 11/18/2020 8:21:00 AM
		State Of Nevada	Number of Pages 2
Nonprofit Corporation (see	nonprofit sections below)	1	
Limited-Liability Company			
Limited Partnership			
Limited-Liability Partnership	p ·		
Limited-Liability Limited Pa	rtnership (If formed at the same time as the Limited Partnership	))	
Business Trust	igers Mariber and		
	embers, General Partners, Managing Partners, Trustees o		
For nonprofit entities formed unde he fee is \$200.00. Those claiming a	Co, provide license or certificate of authority number <b>NRS Chapter 80:</b> entities without 501(c) nonprofit design n exemption under 501(c) designation must indicate by ch his entity is a 501(c) nonprofit entity and is exempt from th	ecking box below.	a state business license,
Exemption code 002	is entry is a sorie, nonprone entry and is exempt from the	e business license lee.	
organization that qualifies as a tax-ex		cluded from the requirement to appropriate box. If the entity do	obtain a state business bes not fall under either of
	er NRS Chapter 82 and 80: <u>Charitable Solicitation Infor</u> cit charitable or tax deductible contributions?	mation - check applicable bo	x
No – no additional form is requi			
Yes - the "Charitable Solicitatio	on Registration Statement" is required.		
The Organization claims exemp required	otion pursuant to NRS 82A.210 - the "Exemption From Cha	aritable Solicitation Registration	n Statement" is
** Failure to inclu	de the required statement form will result in rejection	of the filing and could result	in late fees.**
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	1 lion, no pt-inda-		Page 1 of Revised: 1/1/201
- 8/19/2019 Wolters Kluwer Online	KINK ON		

S.N. OF	BARBARA K. C	EGAVSKE						_	
	Secretary of State 202 North Carson S Carson City, Nevad (775) 684-5708 Website: <u>www.nvs</u> www.nvsilverflume	a 89701-4201 <u>os.gov</u> er 61 orline		nitial Busi pplica	ness	Lice		d	
		ers, Members, G			lanagin	g Partne	ers or Trus	tees:	
CORPORATIC	N, INDICATE TH	E PRESIDENT, OR	EQUIVALE	NT OF:	Title:	Member			
Sira Naturals, In	ic.						United State	s	
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SIGNED.									je 2 of 2
								Revised: 1	1/1/2019

## SECRETARY OF STATE



### NEVADA STATE BUSINESS LICENSE

Parker Solutions MA, LLC

#### Nevada Business Identification # NV20201946933 Expiration Date: 11/30/2021

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202011191222332 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 11/19/2020.

Barbara K. Cegenste

BARBARA K. CEGAVSKE Secretary of State

#### NEW JERSEY DEPARTMENT OF THE TREASURY DIVISION OF REVENUE AND ENTERPRISE SERVICES

#### CERTIFICATE OF FORMATION

#### PARKER SOLUTIONS NJ LLC 0450868270

The above-named DOMESTIC LIMITED LIABILITY COMPANY was duly filed in accordance with New Jersey State Law on 09/28/2022 and was assigned identification number 0450868270. Following are the articles that constitute its original certificate.

1. Name:

PARKER SOLUTIONS NJ LLC

- 2. Registered Agent: CORPORATE CREATIONS NETWORK INC.
- Registered Office: 181 NEW ROAD #304 PARSIPPANY, NEW JERSEY 07054
- 4. Business Purpose: THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS PURPOSE FOR WHICH LIMITED LIABILITY COMPANIES MAY BE ORGANIZED UNDER THIS ACT.
- 5. **Duration:** PERPETUAL
- 6. Effective Date of this Filing is: 09/28/2022
- Members/Managers: CSAC ACQUISITION INC. 2601 SOUTH BAYSHORE DR STE 900 MIAMI, FLORIDA 33133-3313
- 8. Main Business Address: 2601 SOUTH BAYSHORE DR STE 900 MIAMI, FLORIDA 33133-3313

Signatures: DEBORAH E. KALSTEK AUTHORIZED REPRESENTATIVE



Certificate Number: 4185470570 Verify this certificate online at https://www1.state.nj.us/TYTR\_StandingCert/JSP/Verify\_Cert.jsp

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal 28th day of September, 2022

/s/ Elizabeth Maher Muoio

Elizabeth Maher Muoio State Treasurer

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



SECRETARY OF STATE

Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-5138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

02/01/2021

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2021012901560-1092054 20211207452 Articles of Organization 1/29/2021 10:46:00 AM 2

Indexed Entity Information:

Entity ID: E12074532021-6 Entity Status: Active Entity Name: Parker Solutions OH, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC.

8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

Barbara K. Cegarste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

		Filed in the Bachara	Office of K. Cigerste	E120 Filin	ness Number 074532021-6 g Number
BA	RBARA K. CEGAVSKE		0		1207452
Sector Sec	cretary of State	Secretary of State Of Ne		1/29	2021 10:46:00 AM
	2 North Carson Street rson City, Nevada 89701-4201			Num 2	iber of Pages
	5) 684-5708			5.0	
We	bsite: www.nvsos.gov www.nvsilverflume.gov		ABOVE SPAC	E IS FO	OR OFFICE USE ONLY
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	mation - Limited-L			any	Ł
NRS 8	clinited clability company	NRS 86.544 - Registration o Foreign Limite	d-Liability Co	mpany	
	19 - Articles of Organization Professional Limited-Liability Company	NRS 86.555 - Registration of Foreign Limite		mpany	
TYPE OR PRINT - USE DARK I	NK ONLY - DO NOT HIGHLIGHT				
1. Name Being Registered in Nevada: (See instructions)	Parker Solutions OH, LLC				
2. Foreign Entity Name: (Name in home urisdiction)					
3. Jurisdiction of Formation: (Foreign	3a) Jurisdiction of formation:		3b) Date	forme	d:
imited-Liability Companies)	3c) I declare this entity is in good standing i	n the jurisdiction of its for	mation.		
4. Registered Agent for Service	Commercial Registered Agent:(name only below)	oncommercial Registered at (name and address below)		ce or F	Position with Entity address below)
of Process*: (Check only	Corporate Creations Network Inc.				
one box)	Name of Registered Agent OR Title of Office or P	osition with Entity			
	8275 South Eastern Avenue #200	Las Vegas	١	levad	a 89123
	Street Address	City			Zip Code
			1	Nevad	la
	Mailing Address (if different from street address)	City			Zip Code
4a. Certificate of Acceptance of Appointment of Registered Agent:		bmit a separate signed Reg is Nichols, Special Sec	gistered Ager cretary	nt Acce	eptance form. 1/29/2021
	Authorized Signature of Registered Agent or On Be	half of Registered Agent Entity	/	Da	ite
5. Management: Domestic Limited-Liability Companies only)	Company shall be managed by: (check one	box) Manager(s)	OR 🛛	Mem	nber(s)
5. Name and Address	1) CSAC Acquisition Inc.		United	States	S
of each Manager(s)or Managing Member(s):	Name		Country	,	
NRS 86 and NRS 86.544, see	590 Madison Ave., 26th Fl.	New York		NY	10022
Name and Address of	Street Address	City		State	Zip/Postal Code
he Original	2)				·····
Anager(s) and	Name		Country		
Member(s): (NRS 89, see instructions)		····			[]
A certificate from the	Street Address	City		State	Zip/Postal Code
regulatory board must be submitted showing that each	3)				
	Name		Country		
individual is licensed at the time of filing.	Name				
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individual is licensed at the	Street Address	City		State	Zip/Postal Code
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Individual is licensed at the time of filing.	Street Address			State	Zip/Postal Code Page 1 of 2 Revised: 1/1/2019

Check box if a Series Limited- Liability Company Address Country	The Limited-Liabili	-Liability Company's only: ty Company is a Restricted iability Company	
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herein is correct and acknowle knowingly offer any false or fo Deborah E. Kalstek Name	edge that pursuant to NRS rged instrument for filing in	239.330, it is a categor the Office of the Secre United States Country NY State	ry C felony to etary of State. 14202 Zip/Postal Cod
Please include any required o	or optional information in		FILING
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nied by enormatics from			Page 2
	is hereby appointed as the Ag I declare, to the best of my kn herein is correct and acknowle knowingly offer any false or fo Deborah E. Kalstek Name c/o Hodgson Russ LLP, 140 Per Address LIST OF OFFICER lease include any required of	is hereby appointed as the Agent for Service of Process. I declare, to the best of my knowledge under penalty of p herein is correct and acknowledge that pursuant to NRS knowingly offer any false or forged instrument for filing in Deborah E. Kalstek Name c/o Hodgson Russ LLP, 140 Pearl St., Ste. 100 Buffalo Address City X Juny P. Juny LIST OF OFFICERS MUST ACCON lease include any required or optional information in (attach additional page(s) if necessary)	Name Country c/o Hodgson Russ LLP, 140 Pearl St., Ste. 100 Buffalo NY Address City State (attach additional LIST OF OFFICERS MUST ACCOMPANY THIS I lease include any required or optional information in space below: (attach additional page(s) if necessary)



KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

02/01/2021

Work Order Item Number:	W
Filing Number:	20
Filing Type:	Ini
Filing Date/Time:	1/2
Filing Page(s):	2

2021012901560-1092055 211207469 itial List 29/2021 10:46:00 AM

**Indexed Entity Information:** 

Entity ID: E12074532021-6 Entity Status: Active

Entity Name: Parker Solutions OH, LLC Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC. 8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully, hara K. Cegevske

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nysos.gov</u> www.nysilverflume.gov

## Initial List and State Business License Application

Parker Solutions OH, LLC		
NAME OF ENTITY		
TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT		
IMPORTANT: Read instructions before completing and returning this form.		
Please indicate the entity type (check only one):		
Corporation	Filed in the Office of	Business Number E12074532021-6
This corporation is publicly traded, the Central Index Key number is:	Bachara K. Cegerste	Filing Number 20211207469
	Secretary of State	Filed On 1/29/2021 10:46:00 AM
Nonprofit Corporation (see nonprofit sections below)	State Of Nevada	Number of Pages
Limited-Liability Company		*
Limited Partnership		
Limited-Liability Partnership		
Limited-Liability Limited Partnership (If formed at the same time as the Limited Partnership)		
Business Trust		
Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or	Subscribers, may be listed on	a supplemental page.
CHECK ONLY IF APPLICABLE Ursuant to NRS Chapter 76, this entity is exempt from the business license fee.		
	king box below.	
Pursuant to NRS Chapter 76, this entity is exempt from the business license fee.  001 - Governmental Entity 006 - NRS 6808.020 Insurance Co, provide license or certificate of authority number or nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit designate fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by chec Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the license is a second to the second t	king box below. business license fee. ion or Religious, charitable, fr	a state business license, aternal or other
Pursuant to NRS Chapter 76, this entity is exempt from the business license fee.  001 - Governmental Entity 006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number or nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit designate fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by chec Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the t Exemption code 002 or nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associat granization that qualifies as a tax-exempt organization pursuant to 26 U.S.C.§ 501(c) are exclu- prese. Please indicate below if this entity fails under one of these categories by modice the pare	king box below. business license fee. tion or Religious, charitable, fr ded from the requirement to o propriate box. If the entity do	a state business license, aternal or other bitain a state business es not fall under either of
Pursuant to NRS Chapter 76, this entity is exempt from the business license fee.  001 - Governmental Entity 006 - NRS 6808.020 Insurance Co, provide license or certificate of authority number or nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit designs e fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by chec Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the I Exemption code 002 or nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associat ganization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclu perse. Please indicate below if this entity fails under one of these categories by marking the ap ese categories please submit \$200.00 for the state business license. Unit-owners' Association Religious, charitable, fraternal or other organization pursuant to 26 U.S.C. § 501(c)	king box below. business license fee. tion or Religious, charitable, fr ded from the requirement to o propriate box. If the entity do ation that qualifies as a tax-ex	a state business license, aternal or other bitain a state business es not fall under either of empt organization
Pursuant to NRS Chapter 76, this entity is exempt from the business license fee.  001 - Governmental Entity 006 - NRS 6808.020 Insurance Co, provide license or certificate of authority number or nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit designate fee fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by chec Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the t Exemption code 002 or nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associat ganization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclu prese. Please indicate below if this entity fails under one of these categories please submit \$200.00 for the state business license. Unit-owners' Association Religious, charitable, fratemal or other organization Pursuant to 26 U.S.C. § 501(c)	king box below. business license fee. tion or Religious, charitable, fr ded from the requirement to o propriate box. If the entity do ation that qualifies as a tax-ex	a state business license, aternal or other bitain a state business es not fall under either of empt organization
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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nysos.gov</u> www.nysilverflume.gov

### Initial List and State Business License Application - Continued

CORPORATION, INDICATE THE PRESIDENT, OR EQU	IVALENT OF:	Title:	Membe	er		]
CSAC Acquisition Inc.				Unite	ed State	s
Name				Cour	ntry	
590 Madison Ave., 26th Fl.	New York				NY	10022
Address	City				State	Zip/Postal Cod
CORPORATION, INDICATE THE SECRETARY, OR EQU	IVALENT OF:	Title:				
Name			]	Coun	itry	
Address	City				State	Zip/Postal Coo
CORPORATION, INDICATE THE TREASURER, OR EQU	IVALENT OF:	Title:	[			
Name				Coun	try	
Address	City				State	Zip/Postal Coo
CORPORATION, INDICATE THE DIRECTOR:						
				_		
Name				Coun	try	

None of the officers or directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

х

Signature of Officer, Manager, Managing Member, General Partner, Managing Partner, Trustee, Member, Owner of Business, Partner or Authorized Signer FORM WILL BE RETURNED IF UNSIGNED.

Deborah E. Kalstek, Auth. Signer	01/29/2021
Title	Date

Page 2 of 2 Revised: 1/1/2019

NV043 - 8/19/2019 Wolters Kluwer Online

## SECRETARY OF STATE



## NEVADA STATE BUSINESS LICENSE

Parker Solutions OH, LLC

#### Nevada Business Identification # NV20212003756 Expiration Date: 01/31/2022

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202102011397161 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 02/01/2021.

Barbara K. Cegarste

BARBARA K. CEGAVSKE Secretary of State

KIMBERLEY PERONDI Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

10/21/2020

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s): W2020102100192-893590 20200992541 Articles of Organization 10/20/2020 4:19:00 PM 2

**Indexed Entity Information:** 

Entity ID: E9925422020-7

Entity Name: PARKER SOLUTIONS PA, LLC Expiration Date: None

Entity Status: Active

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC.

8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegevste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

20 20 20 20 20 20 20 20 20 20 20 20 20 2	ARBARA K. CEGAVSKE ecretary of State 02 North Carson Street arson City, Nevada 89701-4201 75) 684-5708 ebsite: www.nvsos.gov www.nvsilverflume.gov	Secretar State Of	y of State Nevada		Filing Number 20200992541 Filed On 10/20/2020 4:19:00 PM Number of Pages 2 FOR OFFICE USE ONLY
Fo	rmation - Limited-Li	ability C	omr	an	v
X NRS	86 Articles of Organization	S 86 544 - Registration	of		-
	Articles of Organization	Foreign Limit			iy
	Professional Limited-Liability Company	S 86.555 - Registration of Foreign Limite			у
1. Name Being Registered in Nevada	PARKER SOLUTIONS PALLIC				
(See Instructions) 2. Foreign Entity Name: (Name in home jurisdiction)					
3. Jurisdiction of Formation: (Foreign	3a) Jurisdiction of formation:		3b) Da	te form	ed:
Limited-Liability Companies)	3c) I declare this entity is in good standing in t	he jurisdiction of its for	mation.	Г	
4. Registered Agent for Service	Commercial Registered None Agent:(name only below) Agent (n	commercial Registered name and address below)		Office or (title an	Position with Entity ad address below)
of Process*: (Check only one bax)	Corporate Creations Network Inc.	19 <sup>10</sup>			
	Name of Registered Agent OR Title of Office or Posi	ing protocol ( )		_	
	8275 South Eastern Avenue #200	Las Vegas		Neva	da 89123
	Street Address	City			Zip Code
	Mailing Address (if different from street address)			Neva	da
		City			Zip Code
a. Certificate of Acceptance of Appointment of Registered Agent:		t a separate signed Reg ichols, Special Sec	<i>sistered Ag</i> cretary	ent Acc	red agent is reptance form. 10/20/2020
. Management:	Authorized Signature of Registered Agent or On Behalt	of Registered Agent Entity			ate
Companies only)	Company shall be managed by: (check one box)	Manager(s)	OR X	Men	nber(s)
. Name and Address f each Manager(s)or	1) CSAC Acquisition Inc.		Unite	d State	e
lanaging Member(s):	Name		Count		
RS 86 and NRS 86.544, see structions)	590 Madison Ave., 26th Fl.	New York		NY	10022
ame and Address of	Street Address	City		State	Zip/Postal Code
e Original	2)		1		
ember(s): (NRS 89, see structions)	Name		Count	עי	
PORTANT: A certificate from the	Street Address	City		State	Zip/Postal Code
regulatory board must be submitted showing that each	3)		1	Grate	Lipri Ostal Code
individual is licensed at the time of filing.	Name		Country	y	·····
	Street Address	014			
Dissolution Date:	Latest date upon which the company is to dissolv	City ve (if existence is not p	erpetual):	State	Zip/Postal Code
omesticonly)					
omesticonly)					
mesticonly)	anied by appropriate fees.				Page 1 of 2 Revised: 1/1/2019

Cit 684	RBARA K. CEGAVSKE cretary of State 2 North Carson Street Carson y, Nevada 89701-4201 (775) 4-5708 bsite: www.nvsos.gov www.nvsilverflume.gov	Limited-Lia	mation - bility Company nued, Page 2	Y
3. Profession to be Practiced: (NRS 89 only)				
9. Series and/or Restricted Limited- Liability Company: Optional)	Check box if a Series Limited- Liability Company	The Limited-Liability (	ability Company's only: Company Is a Restricted	
10 Records Office: Foreign Limited-Liability Companies)	Address Country	City	State Zip Cod	le
1. Street Address of Principal Office: Foreign Limited-Liability Companies)	Address Country	City	State Zip Cod	e
2. Name, Address nd Signature of the Organizer: NRS 86. NRS 89 - Each rganizer must be a rensed professional.)	*Foreign Limited-Liability Com Process resigns and is not rep cannot be found or served with is hereby appointed as the Age I declare, to the best of my kno herein is correct and acknowle	aced or the agent's authority exercise of reasonable dilige ent for Service of Process. wiedge under penalty of perjudge that pursuant to NRS 230	has been revoked or the agence, then the Secretary of a	State
ame and Signature f Manager or ember: IRS 86.544 only)	knowingly offer any false or for Jonathan Sandelman Name	jed instrument for filing in the	United States	State.
e instructions	590 Madison Ave., 26th Fl. Address DocuSigned by:	New York City Pres. of Sole Member	Country NY 10022 State Zip/Post (attach additional page if ne	
and the second second second second second second				
	LIST OF OFFICERS Please include any required or (attach addition			G
	Please include any required or	optional information in spa		<u>G</u>
	Please include any required or (attach addition	optional information in spa		G

V043

## SECRETARY OF STATE ATE OF NEV AD **DOMESTIC LIMITED-LIABILITY COMPANY (86) CHARTER** I, BARBARA K. CEGAVSKE, the duly qualified and elected Nevada Secretary of State, do hereby certify that PARKER SOLUTIONS PA, LLC did, on 10/20/2020, file in this office the original ARTICLES OF ORGANIZATION that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada. IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 10/21/2020. Bouhara K. Cegarste BARBARA K. CEGAVSKE Certificate Secretary of State Number: B202010211161805 You may verify this certificate online at http://www.nvsos.gov

**KIMBERLEY PERONDI** Deputy Secretary for Commercial Recordings



Commercial Recordings Division 202 N. Carson Street Carson City, NV 89701 Telephone (775) 684-5708 Fax (775) 684-7138 North Las Vegas City Hall 2250 Las Vegas Blvd North, Suite 400 North Las Vegas, NV 89030 Telephone (702) 486-2880 Fax (702) 486-2888

#### **Business Entity - Filing Acknowledgement**

10/21/2020

Work Order Item Number: Filing Number: Filing Type: Filing Date/Time: Filing Page(s):

W2020102100192-893591 20200992545 Initial List 10/20/2020 4:19:00 PM 2

**Indexed Entity Information:** 

Entity ID: E9925422020-7

Entity Name: PARKER SOLUTIONS PA, LLC

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC.

8275 SOUTH EASTERN AVENUE #200, Las Vegas, NV 89123, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

hara K. Cegerste

BARBARA K. CEGAVSKE Secretary of State

Page 1 of 1

DocuSign Envelope ID: 12F98697-8D12-4B0E-8E84-3AF9E8D53C7D



NV043

BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> www.nvsilverflume.gov

## Initial List and State Business License Application

PARKER SOLUTIONS PA, LLC		
NAME OF ENTITY		
TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT		
MPORTANT: Read instructions before completing and returning this form.		
Please indicate the entity type (check only one):	Filed in the Office of	Business Number
Corporation	Bachara K. Cegerste	E9925422020-7 Filing Number
This corporation is publicly traded, the Central Index Key number is:	saunda n. ugensee	20200992545 Filed On
	Secretary of State State Of Nevada	Number of Pages
Nonprofit Corporation (see nonprofit sections below)	1	2
∠ Limited-Liability Company		
Limited Partnership		
Limited-Liability Partnership		
Limited-Liability Limited Partnership (If formed at the same time as the Limited Partnership)		
Business Trust		
	Subscribers, may be listed on a	unplemental
Business Trust Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or ECK ONLY IF APPLICABLE	Subscribers, may be listed on a s	upplemental page.
Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or S <u>ECK ONLY IF APPLICABLE</u> suant to NRS Chapter 76, this entity is exempt from the business license fee.	Subscribers, may be listed on a s	upplemental page.
Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or S <u>ECK ONLY IF APPLICABLE</u> suant to NRS Chapter 76, this entity is exempt from the business license fee. 001 - Governmental Entity	Subscribers, may be listed on a s	upplemental page.
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Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or S ECK ONLY IF APPLICABLE suant to NRS Chapter 76, this entity is exempt from the business license fee. 001 - Governmental Entity 006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit designa ee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by chec Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the b Exemption code 002 nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associati nization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are exclud e categories please submit \$200.00 for the state business license. Unit-owners' Association Religious, charitable, fraternal or other organizat the Organization intend to solicit charitable or tax deductible contributions?	ition are required to maintain a st king box below. pusiness license fee. ion or Religious, charitable, frater ded from the requirement to obtai propriate box. If the entity does n tion that qualifies as a tax-exemp	ate business license, mal or other in a state business iot fall under either of
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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: <u>www.nvsos.gov</u> www.nvsilverflume.gov

Initial List and State Business License Application - Continued

CORPORATION, INDICATE THE	PRESIDENT, OR EQUIVALENT	OF: Title:	Member		
CSAC Acquisition, Inc.	Ree .			United Sta	tes
Name				Country	
590 Madison Ave., 26th Fl.	Ne	w York		NY	10022
Address	City	у		and a second second	Zip/Postal Code
CORPORATION, INDICATE THE	SECRETARY, OR EQUIVALENT	OF: Title:	[	Otati	s Zip/Postal Code
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Name			I	Country	l
	1		gl	Country	
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CORPORATION INDICATE THE				State	Zip/Postal Code
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	87	P.S.S.	11		
Name	110	1 and a second second	(	Country	
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			1 1		
Name	STLENT COLO			0	
Name	STELL COLO			Country	
Address	City	en identified with		State	Zip/Postal Code
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## SECRETARY OF STATE



### NEVADA STATE BUSINESS LICENSE

#### PARKER SOLUTIONS PA, LLC

#### Nevada Business Identification # NV20201923297 Expiration Date: 10/31/2021

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B202010211161809 You may verify this certificate online at http://www.nvsos.gov IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 10/21/2020.

Barbara K. Cegenste

BARBARA K. CEGAVSKE Secretary of State

2 2196	The Commonwes	lth of Massachusetts
Examiner	-	n Francis Galvin
		f the Commonwealth
		oston, Massachusetts 02108-1512
Au		DF ORGANIZATION
	(General)	Laws, Chapter 180)
Approved		ARTICLE I
		me of the corporation is:
	Bay State	e Patients Group, Inc.
		ARTICLE II
	The purpose of the corporation	on is to engage in the following activities:
		c. it to offer patient centered therapies in a holistic way in at good physical health is intimately related to the body's lthy soul.
	The Corporation is and shall at all times be o General Laws c. 180, as amended.	perated exclusively within the meaning of Massachusetts
		engage in any such other activities and programs, foregoing purposes as may be carried out by a General Laws, c. 180.
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7	Note: If the space provided under any article or tiem on only of separate 8 $1/2 \times 11$ sheets of paper with a left m made on a single sheet so long as each article requiring	this form is insufficient, additions sball be set forth on one side argin of at least 1 inch. Additions to more than one article may be

#### ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

The corporation shall have no members.

#### ARTICLE IV

\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Continuations Sheet IVA, attached and incorporated herein.

#### ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

\*\* if there are no provisions, state "None". Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

**Continuation Sheet IVA** 

#### Bay State Patients Group, Inc. Continuation Sheet to Articles of Organization

#### Article IV.

4.

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the power of the corporation, or of its directors, officers, or members are as follows:

(a) In addition to the powers granted to the corporation by General Laws, Chapter 180, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Sections 9A of Massachusetts General Laws Chapter 156B.

(b) The directors may make, amend or repeal the By-laws in whole or in part.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its directors, officers, private shareholders or individuals except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the corporation's purposes set forth in Article 2 of these Articles of Organization.

(d) Except as may be otherwise required by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts by the affirmative vote of a majority of the directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination or winding up of the corporation (whether voluntary, involuntary or by operation of the law), the property or assets of the corporation remaining after providing for the payment of its debt and obligations shall be conveyed, transferred, distributed and set over outright to one or more nonprofit organizations having similar purposes, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote.

(g) No officer or director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of any officer or director (i) for breach of the officer's or director's duty of loyalty to the corporation (ii) for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.

#### ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

#### ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

#### 909 Beacon Street, Boston, MA 02215

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

President:	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
Treasurer:		See Continuation Sheet VII b attached	

Clerk:

and incorporated herein

Directors: (or officers having the powers of *directors*)

c. The fiscal year of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is:

### n/a

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/wc, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(cs) *are clearly typed or printed* beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this <u>13</u> day of <u>June</u>, 20 <u>13</u>, 20 <u>13</u>.

ndres

Andrew Gold

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title be/she holds or other authority by which such action is taken.

# **Continuation Sheet VII.b**

# Article VII.b

The name, residential address and post office address of each director and officer of the corporation is as follows:

# Officers

Office	Name	Residential Address	Post Office Address
President	Andrew Gold	909 Beacon Street	Same
Treasurer	Andrew Gold	Boston, MA 02215 909 Beacon Street	Same
Country (		Boston, MA 02215	
Secretary/ Clerk	Andrew Gold	909 Beacon Street Boston, MA 02215	Same

# Directors

Name	Residential Address	Post Office Address
Andrew Gold	909 Beacon Street Boston, MA 02215	

THE COMMONWEALTH OF MASSACHUSETTS

1208

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 18 2013 day of hing

Effective date:

1200702 WILLIAM FRANCIS GALVIN Secretary of the Commonwealth CONPORTIONS DIVISION 2013 JUN 18 PM 3: 57 TO BE FILLED IN BY CORPORATION Contact information: 2 <~- ≟ Elizabeth S. Reinhardt Law Offices of Elizabeth S. Reinhardt . 33 Bradford Street, Concord, MA 01742 Telephone: (978) 341-4628 Email: \_\_\_\_\_ereinhardt@lizreinhardtlaw.com A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

D		
U	The Commonwealth of Massachusetts	
	William Francis Galvin	
	Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512	
FORM	MUST BE TYPED Articles of Entity Conversion of a FORM MUST BE	Е ТҮРЕО
S FEE AND	Domestic Non-Profit with a Pending Provisional	2
1EC C	V Conversional Con	
	to a Domestic Business Corporation	
JAN 2 3	2018 (General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)	
MA Dept. of Pu	ublic Health cr Banaclof the non-profit: SIRA NATURALS, INC. 465147723	
Boston, MA	Á 02111	
(2) A cos	prporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:	
SIRA N	NATURALS, INC.	
(3) The	plan of entity conversion was duly approved in accordance with the law.	
	following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, S (a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):	ection
2.020	(y) of permittee to be mended in the models parameter (2.2. Chapter 1965), decivin 2.02(b).	
	ARTICLE I The exact name of the corporation upon conversion is:	
SIR	A NATURALS, INC.	
	ARTICLE II	
	he articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the pu g in any lawful business. Please specify if you want a more limited purpose.*	urpose of
The co	orporation is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise	•
provide	le products containing cannabis, products that enable persons to consume cannabis in different forr	ms
the Co	ther related products, for both medicinal and recreational uses, but only in accordance with the laws ommonwealth of Massachusetts; (b) to engage in all activities incidental thereto; and (c) to engage i	s of in any
other a	activities in which a corporation formed under the laws of the Commonwealth of Massachusetts ma ly engage.	iy
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The Commonwealth of Massachusetts juana Treatment Center with the artment of Public Health in accordance 105 CMR 725.004 as of January 24, 201 Medical Use of Marijuana Program Burcau of Healthcare Safety and Quality Massachusetts Department of Public Health William Francis Galvin Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512 Content of the second of the s FORM MUST BE TYPED Articles of Entity Conversion of a Domestic Non-Profit with a Pending Provisional 4.4 **Bryan Harter** or Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation Depa JAN 2 3 2018 (General Laws Chapter 156D, Section 9.53; 950 CMR 113.30) MA Gool, of Public Heelth 90 (1):Exact Barticlof the non-profit: <u>SIRA NATURALS, INC.</u> Boston VA 02111 405147723 (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01: SIRA NATURALS, INC. (3) The plan of entity conversion was duly approved in accordance with the law, (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b): ARTICLE I The exact name of the corporation upon conversion is: SIRA NATURALS, INC. ARTICLE II Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:" The corporation is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis, products that enable persons to consume cannabis in different forms and other related products, for both medicinal and recreational uses, but only in accordance with the laws of the Commonwealth of Massachusetts; (b) to engage in all activities incidental thereto; and (c) to engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may lawfully engage. P.C.

#### ARTICLE III

State the total number of shares and par value, • if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

	WITHOUT PAR VALUE		WITH PAR VALUE	
ТҮРЕ	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	137,500 (Series A)			
Common	137,500 (Series B)			

#### ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

See the attached Continuation Sheet IV.

#### ARTICLEV

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

Not applicable

#### **ARTICLE VI**

Other lawful provisions, and if there are no such provisions, this article may be left blank. See the attached Continuation Sheet VI.

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

#### CONTINUATION SHEET IV

The total number of shares of all classes of capital stock which Sira Naturals Inc. (the "<u>Corporation</u>") shall have authority to issue is 275,000 shares of Common Stock, no par value per share ("<u>Common Stock</u>"), of which (1) 137,500 shares are designated Series A Common Stock ("<u>Series A Common Stock</u>"); and (2) 137,500 shares are designated Series B Common Stock ("<u>Series B Common Stock</u>").

#### I. COMMON STOCK

1. <u>General</u>. Other than with respect to the dividend rights described herein, the Series A Common Stock and Series B Common Stock shall have the same rights hereunder.

2. <u>Voting Rights</u>. Each owner of record of Series A Common Stock and Series B Common Stock shall be entitled to one vote for each share of Series A Common Stock or Series B Common Stock standing in such owner's name on the books of the Corporation. Except as otherwise required by law, the owners of the Series A Common Stock and Series B Common Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

3. <u>Dividends.</u> Subject to the provisions of applicable law, the owners of Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times and in such amounts as the Board of Directors of the Corporation (the "Board") may determine, declare, order to be paid and pay in accordance with the terms hereof in its sole discretion; provided however, that the Board may not determine, declare, order or pay any dividend to any owner of Series B Preferred Stock (with regard to such Series B Preferred Stock) if: (a) any outstanding loan owed by the Corporation to Green Partners Lender I LLC GP Loans is in default (the "GP Loans"); or (b) the Corporation does not have in its cash reserves an amount equal to \$103,261.36 multiplied by the number of months since April 1, 2015 (calculated on an ongoing basis until the GP Loans are paid in full). Any dividends payable in shares of Common Stock shall be payable in shares of the series of Common Stock dividends paid in shares of Series A Common Stock; and (b) owners of Series B Common Stock shall receive stock dividends paid in shares of Series B Common Stock.

4. <u>Liquidation</u>. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation, all remaining assets of the Corporation available for distribution to its shareholders shall be distributed pro rata to the holders of Common Stock.

Sira Naturals, Inc.

Continuation Page IV-1

#### CONTINUATION SHEET VI

#### 6.1 Limitation Of Director Liability.

Except to the extent that Chapter 156D of the Massachusetts General Laws or any other applicable law prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director. No amendment to or repeal of this provision 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.

#### 6.2 Indemnification.

(a) The Corporation shall, to the fullest extent permitted by the applicable provisions of Chapter 156D of the Massachusetts General Laws, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director or officer of, or in a similar capacity with, another organization or in any capacity with respect to any employee benefit plan of the Corporation, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person or on such person's behalf in connection with such action, suit or proceeding and any appeal therefrom; provided, however that the foregoing shall not require the Corporation to indemnify or advance expenses to any person: (i) in connection with any action, suit or proceeding initiated by or on behalf of such person against the Corporation or any counterclaim against the Corporation initiated by or on behalf of such person; and (ii) unless the person seeking indemnification shall execute a written undertaking (reasonably acceptable to the Corporation) to repay the Corporation any expenses or other amounts advanced and/or paid to such person under this Section the event that it is finally adjudicated in such action, suit or proceeding that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of (x) the Corporation or (y) to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

(b) Notwithstanding the provisions of Section 6.2(a) abovee, in the event that a pending or threatened action, suit or proceeding is compromised or settled in a manner which imposes any liability or obligation upon any person in a matter for which such person would otherwise be entitled to indemnification hereunder, no indemnification shall be provided to such person with respect to such matter if it is determined, pursuant to Section 6.2(c) below, on the basis of facts known at that time (without independent investigation), that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of: (i) the Corporation or (ii) to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

Sira Naturals, Inc.

Continuation Page VI-1

(c) Any determination of whether a person is entitled to indemnification pursuant to this Section 6.2 shall be made by: (i) a majority vote of a quorum of the directors of the Corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question (the "Disinterested Directors"); (ii) if no such quorum is obtainable, a majority vote of a committee of two or more Disinterested Directors; (iii) a majority vote of a quorum of the outstanding shares of stock of all classes entitled to vote for directors, voting as a single class, which quorum shall consist of shareholders who are not at that time parties to the action, suit or proceeding in question; (iv) independent legal counsel (who may be regular corporate counsel to the Corporation) appointed for such purpose by vote of the directors in the manner specified in clause (i) or (ii) above; or (v) a court of competent jurisdiction.

(d) The indemnification rights provided in this Section 6.2: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement, vote of shareholders or otherwise; and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons entitled to indemnification. The Corporation may, to the extent authorized from time to time by the Board, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Section 6.2.

## 6.3 Other Provisions.

(a) Meetings of the shareholders of the Corporation may be held anywhere in the United States.

(b) The Corporation shall have the power to be a partner in any business enterprise which this Corporation would have the power to conduct by itself.

(c) Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

(d) Notwithstanding the provisions of Section 8.03(a) of Chapter 156D of the General Laws of Massachusetts, the Corporation shall have such number of directors as shall be fixed from time to time by the shareholders or directors of the Corporation without regard to the number of shareholders.

(e) The Board (acting by majority vote) may amend, restate and/or repeal the By-Laws of the Corporation, as amended and/or restated to date, in whole or in part, except with respect to any provision thereof which by virtue of an express provision in: (i) Chapter 156D of the General Laws of Massachusetts; (ii) the Articles of Organization of the Corporation; or (iii) the By-Laws, requires action by the shareholders of the Corporation.

Sira Naturals, Inc.

Continuation Page VI-2

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#### ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

# ARTICLE VIII The information contained in this article is not a permanent part of the articles of organization. a. The street address of the initial registered office of the corporation in the commonwealth: 300 Trade Center, Suite 770, Woburn, MA 01801 Ь. The name of its initial registered agent at its registered office: Michael Dundas The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the c. corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location): President: Michael Dundas, 300 Trade Center, Suite 770, Woburn, MA 01801 Treasurer: Louis F. Karger, 300 Trade Center, Suite 770, Woburn, MA 01801 Secretary: Louis F. Karger, 300 Trade Center, Suite 770, Woburn, MA 01801 Director(s): Michael Dundas, Louis F. Karger, David S. Rosenberg, Robert A. Edelstein and Eric J. Wardrop 300 Trade Center, Suite 770, Woburn, MA 01801 d. The fiscal year end of the corporation: December 31 e. A brief description of the type of business in which the corporation intends to engage: Cultivate, manufacture, market, promote, sell and distribute cannabis and related products. f. The street address of the principal office of the corporation: 300 Trade Center, Suite 770, Woburn, MA 01801 g. The street address where the records of the corporation required to be kept in the commonwealth are located is: 300 Trade Center, Suite 770, Woburn, MA 01801 , which is (number, street, city or town, state, zip code) Z its principal office; an office of its transfer agent; an office of its secretary/assistant secretary its registered office. ۵ Signed by: (signature of authorized individual) Chairman of the board of directors. President, Other officer, Court-appointed fiduciary, on this 18th day of January 2018

	COMMONWEALTH OF MASSACHUSETTS	
1305	William Francis Galvin Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512         Articles of Entity Conversion of a Domestic Non-Profit with a Pending Provisional or Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation (General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)         Ihereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles: and the filing fee in the amount of suffs, having been paid, said articles: and the filing fee in the amount of suffs, having been paid, said articles: and the filing fee in the amount of suffs, having been paid, said articles: and the filing fee in the amount of suffs, having been paid, said articles: and the filing fee in the amount of suffs, having been paid, said articles are deemed to have been filed with me this day of	9034
Examine Name approval	Effective date: (must be within 90 days) date submitted) (must be within 90 days) date submitted) WILLIAM FRANCIS GALVIN Secretary of the Commonwealth Filing fee: Minimum \$250 TO BE FILLED IN BY CORPORATION Contact Information:	SECRETARY OF THE COMPTONY EALTHE 2018 FEB -7 AH II: 34 CORPORATIONS DIVISION
. <u>M</u>	Susanne Sullivan c/o Seyfarth Shaw LLP         Two Seaport Lane, Suite 300         Boston, MA 02210         Telephone: 617-946-8303         Email:         Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.	

pg 2 of 5

D PC	The CommonWealth of Massachusetts William Francis Galvin Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512
FORM M	UST BE TYPED Articles of Amendment FORM MUST BE TYPED (General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)
(1) Exact n	ame of corporation: SIRA NATURAL S. INC.
(2) Register	red office address: 225 CEDAR HILL STREET #200, MARLBOROUGH, MA 01752
	(number, street, city or town, state, zip code)
(3) These a	rticles of amendment affect article(s): Article II
(5) most a	(specify the number(s) of article(s) being amended (I-VI))
(0.5	1 1 Amel 4 2020
(4) Date ad	Jopted: April 1, 2020 (month, day, year)
(5) A	-1-
(5) Approv	eu by:
(check	appropriate box)
C di	ne incorporators.
C d	he board of directors without shareholder approval and shareholder approval was not required.
e t	he board of directors and the shareholders in the manner required by law and the articles of organization.
	e article number and the text of the amendment. Unless contained in the text of the amendment, state the provisions nenting the exchange, reclassification or cancellation of issued shares.
Article II	
cannabis wholesale thereto; ar	oration is organized: (a) for cultivation, manufacture, and transportation of medical use and adult use and cannabis products, the retail sale of medical use cannabis and cannabis products, and the of medical and adult use cannabis and cannabis products; (b) to engage in all activities incidental d (c) to engage in any other activities in which a corporation formed under the laws of the wealth of Massachusetts may lawfully engage.

Sira Naturals, Inc. is licensed to engage in the business activities described in these Articles of Amendment.

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Shawn Collins Executive Director Cannabis Control Commission

P.C.

To change the number of shares and the par value, \* if any, of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:

Total authorized prior to amendment:

HOUT PAR VALUE		WITH PAR VALUE	
NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
			+
			+

Total authorized after amendment:

WI	THOUT PAR VALUE		WITH PAR VALUE	
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		L	1	1

(7) The amendment shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified:

\*G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative therete.

() 07/17/2020 6:28 AM 15612148442 → 16176243891 pg 4 of 5 MAR MU Signed by: (signature of authorized individual) Chairman of the board of directors, D President, Other officer, Court-appointed fiduciary, day of June on this 30th 2020

# THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

July 17, 2020 09:30 AM

Hatin Frainfalies

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

D	
U	The Commonwealth of Massachusetts William Francis Galvin
	Secretary of the Commonwealth
	One Ashburton Place, Boston, Massachusetts 02108-1512
FORM MUST E	
ME COLON /	Domestic Non-Profit with a Pending Provisional
IEC GV8	Domestic Non-Profit with a Pending Provisional or Final Certification to Dispense Medical Use Marijuana
1441 9 0 2018	to a Domestic Business Corporation
JAN 2 3 2018	(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)
MA Dept. of Public Heal	the non-profit: SIRA NATURALS, INC. 465147723
99 (1) abardo Boston, MA 02111	the non-profit: SIRA NATURALS, INC. 465197725
,	
(2) A corporate na	me that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
SIRA NATURA	I.S. INC.
(3) The plan of er	ntity conversion was duly approved in accordance with the law.
(4) The following	information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section
2.02(a) or peri	mitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):
	ARTICLE I
	The exact name of the corporation upon conversion is:
SIRA NATU	RALS, INC.
	ARTICLE II
Unless the articles engaging in any la	of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of wful business. Please specify if you want a more limited purpose:*
The corporatio	n is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise
	cts containing cannabis, products that enable persons to consume cannabis in different forms
	ted products, for both medicinal and recreational uses, but only in accordance with the laws of
	ealth of Massachusetts; (b) to engage in all activities incidental thereto; and (c) to engage in any in which a corporation formed under the laws of the Commonwealth of Massachusetts may
	an intervention of the answer of the contributive and of massacrusetts may

lawfully engage.

<u>8</u> P.C.

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П		
	The Commonwealth of Massachusetts William Francis Galvin Secretary of the Commonwealth	ality .
	One Ashburton Place, Boston, Massachusetts 02108-1512	aana Program Safety and Qu
PÈ	WILLIAM Francis Galvin Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512       orthogona unit post post post post post post post pos	Ly Little Bryan Harter Director Medical Use of Marijuana Program Burcau of Healthcare Safety and Quality
¥	to a Domestic Business CorporationZ = 2018JAN 2 3 2018(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)S = 2018	Dr And Bryan Harter Director Medical Use Bureau of H
544	A Good, of Public Heelth 99 (1): Exact Bathelof the non-profit: SIRA NATURALS, INC. 405-147723 Boston 154 02111	
	(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:	
	SIRA NATURALS, INC.	
	(3) The plan of entity conversion was duly approved in accordance with the law.	
	(4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):	
÷		
	ARTICLE I	
	The exact name of the corporation upon conversion is:	
	The exact name of the corporation upon conversion is:	
	The exact name of the corporation upon conversion is:	
	The exact name of the corporation upon conversion is:	
	The exact name of the corporation upon conversion is:	
	The exact name of the corporation upon conversion is: SIRA NATURALS, INC.	
	The exact name of the corporation upon conversion is:	
	The exact name of the corporation upon conversion is: SIRA NATURALS, INC. / ARTICLE II Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:* The corporation is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis, products that enable persons to consume cannabis in different forms	
× ×	The exact name of the corporation upon conversion is: SIRA NATURALS, INC. ARTICLE II Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose: The corporation is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise	
	The exact name of the corporation upon conversion is: SIRA NATURALS, INC. ARTICLE II Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose: The corporation is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis, products that enable persons to consume cannabis in different forms and other related products, for both medicinal and recreational uses, but only in accordance with the laws of the Commonwealth of Massachusetts; (b) to engage in all activities incidental thereto; and (c) to engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may	
	The exact name of the corporation upon conversion is: SIRA NATURALS, INC. ARTICLE II Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose: The corporation is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis, products that enable persons to consume cannabis in different forms and other related products, for both medicinal and recreational uses, but only in accordance with the laws of the Commonwealth of Massachusetts; (b) to engage in all activities incidental thereto; and (c) to engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may	
	The exact name of the corporation upon conversion is: SIRA NATURALS, INC. ARTICLE II Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose: The corporation is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis, products that enable persons to consume cannabis in different forms and other related products, for both medicinal and recreational uses, but only in accordance with the laws of the Commonwealth of Massachusetts; (b) to engage in all activities incidental thereto; and (c) to engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may	

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P.C.

#### ARTICLE III

State the total number of shares and par value, • if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

	WITHOUT PAR VALUE	WITH PAR VALUE						
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE				
Common	137,500 (Series A)							
Common	137,500 (Series B)							

#### ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

See the attached Continuation Sheet IV.

#### ARTICLEV

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

Not applicable

#### ARTICLE VI

Other lawful provisions, and if there are no such provisions, this article may be left blank. See the attached Continuation Sheet VI.

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

#### CONTINUATION SHEET IV

The total number of shares of all classes of capital stock which Sira Naturals Inc. (the "<u>Corporation</u>") shall have authority to issue is 275,000 shares of Common Stock, no par value per share ("<u>Common Stock</u>"), of which (1) 137,500 shares are designated Series A Common Stock ("<u>Series A Common Stock</u>"); and (2) 137,500 shares are designated Series B Common Stock ("<u>Series B Common Stock</u>").

## I. COMMON STOCK

1. <u>General</u>. Other than with respect to the dividend rights described herein, the Series A Common Stock and Series B Common Stock shall have the same rights hereunder.

2. <u>Voting Rights</u>. Each owner of record of Series A Common Stock and Series B Common Stock shall be entitled to one vote for each share of Series A Common Stock or Series B Common Stock standing in such owner's name on the books of the Corporation. Except as otherwise required by law, the owners of the Series A Common Stock and Series B Common Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

3. <u>Dividends.</u> Subject to the provisions of applicable law, the owners of Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times and in such amounts as the Board of Directors of the Corporation (the "<u>Board</u>") may determine, declare, order to be paid and pay in accordance with the terms hereof in its sole discretion; provided however, that the Board may not determine, declare, order or pay any dividend to any owner of Series B Preferred Stock (with regard to such Series B Preferred Stock) if: (a) any outstanding loan owed by the Corporation to Green Partners Lender I LLC GP Loans is in default (the "<u>GP Loans</u>"); or (b) the Corporation does not have in its cash reserves an amount equal to \$103,261.36 multiplied by the number of months since April 1, 2015 (calculated on an ongoing basis until the GP Loans are paid in full). Any dividends payable in shares of Common Stock shall be payable in shares of the series of Common Stock dividends paid in shares of Series A Common Stock shall receive stock dividends paid in shares of Series B Common Stock.

4. <u>Liquidation</u>. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation, all remaining assets of the Corporation available for distribution to its shareholders shall be distributed pro rata to the holders of Common Stock.

Sira Naturals, Inc.

Continuation Page IV-1

#### CONTINUATION SHEET VI

#### 6.1 Limitation Of Director Liability.

Except to the extent that Chapter 156D of the Massachusetts General Laws or any other applicable law prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director. No amendment to or repeal of this provision 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.

### 6.2 Indemnification.

The Corporation shall, to the fullest extent permitted by the applicable (a) provisions of Chapter 156D of the Massachusetts General Laws, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director or officer of, or in a similar capacity with, another organization or in any capacity with respect to any employee benefit plan of the Corporation, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person or on such person's behalf in connection with such action, suit or proceeding and any appeal therefrom; provided, however that the foregoing shall not require the Corporation to indemnify or advance expenses to any person: (i) in connection with any action, suit or proceeding initiated by or on behalf of such person against the Corporation or any counterclaim against the Corporation initiated by or on behalf of such person; and (ii) unless the person seeking indemnification shall execute a written undertaking (reasonably acceptable to the Corporation) to repay the Corporation any expenses or other amounts advanced and/or paid to such person under this Section the event that it is finally adjudicated in such action, suit or proceeding that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of (x) the Corporation or (y) to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

(b) Notwithstanding the provisions of Section 6.2(a) abovee, in the event that a pending or threatened action, suit or proceeding is compromised or settled in a manner which imposes any liability or obligation upon any person in a matter for which such person would otherwise be entitled to indemnification hereunder, no indemnification shall be provided to such person with respect to such matter if it is determined, pursuant to Section 6.2(c) below, on the basis of facts known at that time (without independent investigation), that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of: (i) the Corporation or (ii) to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

Sira Naturals, Inc.

Continuation Page VI-1

(c) Any determination of whether a person is entitled to indemnification pursuant to this Section 6.2 shall be made by: (i) a majority vote of a quorum of the directors of the Corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question (the "Disinterested Directors"); (ii) if no such quorum is obtainable, a majority vote of a committee of two or more Disinterested Directors; (iii) a majority vote of a quorum of the outstanding shares of stock of all classes entitled to vote for directors, voting as a single class, which quorum shall consist of shareholders who are not at that time parties to the action, suit or proceeding in question; (iv) independent legal counsel (who may be regular corporate counsel to the Corporation) appointed for such purpose by vote of the directors in the manner specified in clause (i) or (ii) above; or (v) a court of competent jurisdiction.

(d) The indemnification rights provided in this Section 6.2: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement, vote of shareholders or otherwise; and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons entitled to indemnification. The Corporation may, to the extent authorized from time to time by the Board, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Section 6.2.

#### 6.3 Other Provisions.

(a) Meetings of the shareholders of the Corporation may be held anywhere in the United States.

(b) The Corporation shall have the power to be a partner in any business enterprise which this Corporation would have the power to conduct by itself.

(c) Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

(d) Notwithstanding the provisions of Section 8.03(a) of Chapter 156D of the General Laws of Massachusetts, the Corporation shall have such number of directors as shall be fixed from time to time by the shareholders or directors of the Corporation without regard to the number of shareholders.

(e) The Board (acting by majority vote) may amend, restate and/or repeal the By-Laws of the Corporation, as amended and/or restated to date, in whole or in part, except with respect to any provision thereof which by virtue of an express provision in: (i) Chapter 156D of the General Laws of Massachusetts; (ii) the Articles of Organization of the Corporation; or (iii) the By-Laws, requires action by the shareholders of the Corporation.

Sira Naturals, Inc.

Continuation Page VI-2

43331410v.2

#### ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

#### ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- The street address of the initial registered office of the corporation in the commonwealth: 300 Trade Center, Suite 770, Woburn, MA 01801
- b. The name of its initial registered agent at its registered office: Michael Dundas
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Michael Dundas, 300 Trade Center, Suite 770, Woburn, MA 01801

Treasurer: Louis F. Karger, 300 Trade Center, Suite 770, Woburn, MA 01801

Secretary: Louis F. Karger, 300 Trade Center, Suite 770, Woburn, MA 01801

Director(s): Michael Dundas, Louis F. Karger, David S. Rosenberg, Robert A. Edelstein and Eric J. Wardrop 300 Trade Center, Suite 770, Woburn, MA 01801

- d. The fiscal year end of the corporation:
- December 31
- e. A brief description of the type of business in which the corporation intends to engage:
- Cultivate, manufacture, market, promote, sell and distribute cannabis and related products. f. The street address of the principal office of the corporation:

300 Trade Center, Suite 770, Woburn, MA 01801

g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

300 Trade Center, Suite 770, Woburn, MA 01801

		(number, street, city or town, state, zip code)		
Ø	its principal office;			
	an office of its transfer agent;			
	an office of its secretary/assistant secre	stary;		
۵	its registered office.		>	
Signed	by: Xr. WV		,	
	Chairman of the board of directors,	(signature of authorized individual)		
Ø	President,			
۵	Other officer,			
	Court-appointed fiduciary,			
on this	18th day of	January	. 2018	,

, which is

# COMMONWEALTH OF MASSACHUSETTS

1305167

William Francis Galvin Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Entity Conversion of a Domestic Non-Profit with a Pending Provisional or Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation 9034

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2018 FEB -7

AH 11: 34

(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles: and the filing fee in the amount of \$.475 having been paid, said articles are deemed to have been filed with me this \_\_\_\_\_\_ day of \_\_\_\_\_\_ to prove a said articles are deemed to have been filed with me this \_\_\_\_\_\_\_ having been paid, said articles are deemed to have been filed with me this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_ to prove a said articles are deemed to have been filed with me this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_ to prove a said articles are deemed to have been filed with me this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_ to prove a said articles are deemed to have been filed with me this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_ to prove a said articles are deemed to have been filed with me this \_\_\_\_\_\_\_ to prove a said articles are deemed to have been filed with me this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_ to prove a said articles are deemed to have been filed with me this \_\_\_\_\_\_\_ to prove a said articles are deemed to have been filed with me this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_ to prove a said articles are deemed to have been filed with a same prove a said articles are deemed to have been filed with me this \_\_\_\_\_\_\_\_ to prove a said articles are deemed to have been filed with me the same prove a said articles are deemed to have been filed with me this \_\_\_\_\_\_\_\_ to prove a said articles are deemed to have been filed with me this \_\_\_\_\_\_\_\_ to prove a said articles are deemed to have been filed with me the same prove a said articles are deemed to have been filed with me the same prove a said articles are deemed to have been filed with me the same prove a said articles are deemed to have been filed with me the same prove a same prov

Effective date:

(must be within 90 da late submitted)

WILLIAM FRANCIS GALVIN Secretary of the Commonwealth

Filing fee: Minimum \$250

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Nam

TO BE FILLED IN BY CORPORATION Contact Information:

м

Susanne Sullivan c/o Seyfarth Shaw LLP

Two Seaport Lane, Suite 300

Boston, MA 02210

Telephone: 617-946-8303

Email:

Upon filing, a copy of this filing will be available at www.sec.state.ina.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

\*040105\*



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

# Articles of Incorporation (PURSUANT TO NRS CHAPTER 78)

Filed in the Office of	Business Number	
A . 111	E0183682018-4	
Barbara K. Cegard	E Filing Number 20180169440-75	
Secretary of State State Of Nevada	Filed On 04/13/2018	
State Of Nevada	Number of Pages	

(This document was filed electronically.) ABOVE SPACE IS FOR OFFICE USE ONLY

USE	BLACK	INK	ONLY - DO	NOT HIGHLIGHT

1. Name of Corporation:	TAHOE CAPITAL COMPANY					
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: GREAT B. Name Noncommercial Registered Agent (name and address below)	ASIN CON	П°	FRVICES		у
	Name of Noncommercial Registered Agent OR N			Other Position wi	th Entity Nevada	
	Street Address	City			Nevada	
3. Authorized Stock: (number of shares corporation is authorized to issue)		Cit ar value er share: \$	1	Number of shares without par value:		Zip Code Ø
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person al least 18 years of age; attach additional page if more than two directors/trustees)	1) MARK BRUNO Name 1000 N. DIVISION STREET, SUITE 20 Street Address 2) Name Street Address	1 CA City City		Y	NV State State	<b>89703-6529</b> Zip Code Zip Code
5. Purpose: (optional; required only if Benefit Corporation status selected)	The purpose of the corporation shall be: ANY LEGAL PURPOSE			6. Benefit C (see instructions)		on: Yes
7. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	I declare, to the best of my knowledge under penalty of that pursuant to NRS 239.330, it is a category C felony t the Secretary of State. GREAT BASIN CORPORATE SERVICES Name 1000 N DIVISION ST STE 201 Address	lo knowingly X Inc	GREAT BAS OREAT BAS ORFORATOR SI	e or forged instru SIN CORPORATE gnature	ment for filin	g in the Office of 89703
8. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered GREAT BASIN CORPORATE SERVICES Authorized Signature of Registered Agent or On	ed Agent	for the abo			Zip Code

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles Revised: 1-5-15

# (PROFIT) INITIAL/ANNUAL LIST OF OFFICERS, DIRECTORS AND STATE BUSINESS LICENSE APPLICATION OF:

LICENSE	APP	LICAI	ION	OF

LICENSE APPLICATI	ON OF:					ENTITY NUMBE
TAHOE CAPITAL COMP	ANY					E0183682018
IAME OF CORPORATION						
OR THE FILING PERIOD OF	APR, 2018	то	APR, 2019			
SE BLACK INK ONLY - DO NOT	HIGHLIGHT					*100103*
YOU MAY FILE THIS F	ORM ONLINE AT	www.nv	silverflume.gov**			1
Return one file stamped	d copy. (If filing not acc	ompanied	by order instructions, file		n the Office of	Business Number E0183682018-4
stamped copy will be sent	to registered agent.)			Dav	hara K. Cegarste	Filing Number 20180169441-86
MPORTANT: Read instruction	ns before completing and	d returning	this form.	Secreta	ary of State	Filed On
<ul> <li>Print or type names and address President, Secretary, Treasurer, or least one director. An Officer multiple</li> </ul>	or equivalent of and all Direc	ctors must b	e named. There must be at	State C	)f Nevada	04/13/2018 Number of Pages 1
. If there are additional officers, att	ach a list of them to this form	n.				
<ol> <li>Return the completed form with the authorized stock as explained in the penalty must be added for failure 90 days before its due date shall</li> </ol>	the Annual List Fee Schedul to file this form by the dead	le For Profit lline. An an	Corporations. A \$75.00 nual list received more than			ent was filed electronic E IS FOR OFFICE USE
State business license fee is \$50 form by deadline.	0.00/\$200.00 for Profession	al Corporat	ions filed pursuant to NRS C	hapter 89, Effective 2	/1/2010, \$100.00 mu	ist be added for failure to
. Make your check payable to the S	Secretary of State.					
Ordering Copies: If requested a A copy fee of \$2.00 per page is						
accompany your order.				701 4001 (775) 604 6	5708	
accompany your order. . Return the completed form to: Se	ecretary of State, 202 North	Carson Stre	eet, Carson City, Nevada 89	101-4201, (110) 004-5		
Return the completed form to: Se	of the Secretary of State on	or before th	e last day of the month in wh	hich it is due. (Postma	ark date is not accept	
. Return the completed form to: Se Form must be in the possession of received after due date will be ret	of the Secretary of State on urned for additional fees an	or before th d penalties.	e last day of the month in wh Failure to include annual lis	hich it is due. (Postma	ark date is not accept	
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Title Date X MARK BRUNO Signature of Officer or Other Authorized Signature PRESIDENT 4/13/2018 3:10:06 PM

Nevada Secretary of State List Profit Form: 100103 Revised: 7-1-17

## (PROFIT) INITIAL/ANNUAL LIST OF OFFICERS, DIRECTORS AND STATE BUSINESS LICENSE APPLICATION OF:

LICENSE APPLICATION	OF:					ENTITY NU	WILSE I'S
TAHOE CAPITAL COMPANY	(					E0183682	018-4
NAME OF CORPORATION						INCOMENTAL AND A DESCRIPTION OF A DESCRI	
OR THE FILING PERIOD OF	APR, 2019	то	APR, 2020				
ISE BLACK INK ONLY - DO NOT HIGH	LIGHT					*100103*	
YOU MAY FILE THIS FOR	M ONLINE AT	www.n	vsilverflume.gov	**			
Return one file stamped cop	by. (If filing not acc	ompanied	by order instructions	file	iled in the Office of	Business Number E0183682018-4	
stamped copy will be sent to reg	gistered agent.)			7	Darhora K. Cegevste	Filing Number 20190167244-76	
MPORTANT: Read instructions bef	ore completing and	t returning	this form.	s	ecretary of State	Filed On	
<ul> <li>Print or type names and addresses, eith President, Secretary, Treasurer, or equi least one director. An Officer must sign</li> </ul>	ivalent of and all Direct	ctors must	be named. There must b		tate Of Nevada	04/16/2019 Number of Pages 1	
If there are additional officers, attach a l	list of them to this form	n.					
<ul> <li>Return the completed form with the filing authorized stock as explained in the An penalty must be added for failure to file 90 days before its due date shall be dee</li> </ul>	nual List Fee Schedul this form by the dead	le For Profi line. An ar	t Corporations. A \$75.00 nual list received more th			ent was filed electr CE IS FOR OFFICE (	
. State business license fee is \$500,00/\$ form by deadline.	200.00 for Profession	al Corpora	tions filed pursuant to NR	S Chapter 89, Effec	tive 2/1/2010, \$100,00 m	ust be added for failur	re to file
Make your check payable to the Secreta	ary of State.						
Ordering Copies: If requested above, A copy fee of \$2.00 per page is require accompany your order.	one file stamped copy ed for each additiona	y will be re <b>I copy</b> ger	turned at no additional ch nerated when ordering 2 (	arge. To receive a c or more file stamped	ertified copy, enclose an or certified copies. Appr	additional \$30.00 per opriate instructions m	certifications
	v of State, 202 North	Carson St	reet, Carson City, Nevada	89701-4201 (775)	684-5708.		
Return the completed form to: Secretar							
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a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. Title Date X GREAT BASIN Signature of Officer or REGISTERED AGENT 4/16/2019 6:43:29 PM

Other Authorized Signature

Nevada Secretary of State List Profit Form: 100103 Revised: 7-1-17



NAME OF ENTITY

BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov www.nvsilverflume.gov

# Annual or Amended List and State Business License Application

ANNUAL AMENDED (check one	ANNUAL	٨N	A	A	A	A	N	1	N	ι	1,	4			ſ					A		1	E	N	D	E	D	)	(0	he	eck	(	on	1e	)	
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## List of Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers:

TAHOE CAPITAL COMPANY

# NV20181265623

Entity or Nevada Business Identification Number (NVID)

V

IMPORTANT: Read instructions before completing and returning this form.

1003	e indicate the entity type (check only one):		
2	Corporation	Filed in the Office of	Business Number
	This corporation is publicly traded, the Central Index Key number is:	Barbara K. Cegenste	E0183682018-4 Filing Number
		samaran. ugersee	20200519979
_		Secretary of State	Filed On
	Nonprofit Corporation (see nonprofit sections below)	State Of Nevada	03/03/2020 13:20:05 PM Number of Pages
ι	imited-Liability Company		2
۰.	includ Data analia		
_ '	imited Partnership		
<u> </u>	imited-Liability Partnership		
ι	imited-Liability Limited Partnership		
E	Business Trust		
	Corporation Sole		
Addit	tional Officers, Managers, Members, General Partners, Managing Partners, Truste	es or Subscribers, may be	e listed on a supplemental pag
CHF	CK ONLY IF APPLICABLE		
	uant to NRS Chapter 76, this entity is exempt from the business license fee.		
	001 - Governmental Entity		
H	006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number		
	ionprofit entities formed under NRS chapter 80: entities without 501(c) nonprofit designed by a second s		ntain a state business license,
	Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt fre Exemption Code 002	om the business license fe	e.
organ	onprofit entities formed under NRS Chapter 81: entities which are Unit-owners' associa ization that qualifies as a tax-exempt organization pursuant to 26 U.S.C \$ 501(c) are ex se. Please indicate below if this entity falls under one of these categories by marking the categories please submit \$200.00 for the state business license.	cluded from the requireme	nt to obtain a state business
	Unit-owners' Association Religious, charitable, fraternal or other or pursuant to 26 U.S.C. \$501(c)	ganization that qualifies as	a tax-exempt organization
Forn	onprofit entities formed under NRS Chapter 82 and 80: Charitable Solicitation Info	ormation - check applica	ble box
Does	the Organization intend to solicit charitable or tax deductible contributions?		
	No - no additional form is required		
	Yes - the "Charitable Solicitation Registration Statement" is required.		
	The Organization claims exemption pursuant to NRS 82A 210 - the "Exemption Fr required	om Charitable Solicitation	Registration Statement" is
		of the filing and could rea	

page 1 of 2



BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov www.nvsilverflume.gov

# Annual or Amended List and State Business License Application - Continued

# Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers:

CORPORATION, INDICATE THE PRESIDENT:			
Mark Bruno		USA	
Name		Country	
3535 Arrowhead Drive Suite B	Carson City	NV	89706
Address	City	Stat	e Zip/Postal Code
CORPORATION, INDICATE THE SECRETARY	:		
Ray Schiavone		USA	
Name		Country	
3535 Arrowhead Drive Suite B	Carson City	NV	89706
Address	City	Stat	e Zip/Postal Code
CORPORATION, INDICATE THE TREASURED	).		
Ray Schiavone		USA	
Name		Country	
3535 Arrowhead Drive Suite B	Carson City	NV	89706
Address	City	Stat	e Zip/Postal Code
CORPORATION, INDICATE THE PRESIDENT:			
Mark Bruno		USA	
Name		Country	
3535 Arrowhead Drive Suite B	Carson City	NV	89706
Address	City	Stat	e Zip/Postal Code

None of the officers and directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

# X Mark Bruno

 President
 03/03/2020

 Title
 Date

Signature of Officer, Manager, Managing Member, General Partner, Managing Partner, Trustee, Subscriber, Member, Owner of Business,

Partner or Authorized Signer FORM WILL BE RETURNED IF UNSIGNED

page 2 of 2



ROSS MILLER Secretary of State 204 North Carson Street, Suite 4 Carson City, Nevada 89701-4520 (775) 684-5708 Website: www.nvsos.gov



Limited (PURSI	es of Organization I-Liability Company JANT TO NRS CHAPTER 86)	Filed in the off Ross Miller Secretary of St State of Nevad	ate En	coment Number 0140542745-94 ing Date and Time 7/29/2014 12:19 F ity Number 0389652014-5
USE BLACK INK ONLY - DO		A		IS FOR OFFICE USE ONLY
1. Name of Limited Liability Company: (must contain approved limited-liability company wording; see instructions)	LERSH LLC	C	heck box if a	Check box it a
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: NEVADA CO Name Noncommercial Registered Agent (name and address below)	Office or P (name and	osition with address be	1 Entity Now)
	Name of Noncommercial Registered Agent OR Name	of Title of Office or Other Posi	·····	tity vada Zip Code
	Mailing Address (if different from street address)		Ne	vada
. Dissolution		City		Zip Code
ate: (optional)	Latest date upon which the company is to dissolve	lif aviatance to at a		
		(il existence is not perpetu	al):	1
. Management: required)	Company shall be managed by: X Manage		Member(s	;)
Management: equired) Name and ddress of each lanager or lanaging Member: ittech additional page it	Company shall be a set of the	r(s) OR (check only one box)	Member(s	
. Management:	Company shall be managed by: Manage 1) SEGUROS S.A. Name SUITE 556, HUNKINS PLAZA, MAIN STREET Street Address 2)	r(s) OR (check only one box)	Member(s	SN 00000
Management: equired) Name and ddress of each lanager or lanaging Member: ittech additional page it	Company shall be managed by: Manage 1) SEGUROS S.A. Name SUITE 556, HUNKINS PLAZA, MAIN STREET Sreet Address 2) Name Street Address 3)	r(s) OR (check only one box)	Member(s	N 00000 e Zp Code
Management: equired) Name and ddress of each ahager or anaging Member: tach additional page it	Company shall be managed by: Manage 1) SEGUROS S.A. Name SUITE 556, HUNKINS PLAZA, MAIN STREET Street Address 2) Name Street Address	r(s) OR Check only one box	Member(s	N 00000 E Zip Code
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Mahagement: equired) Name and ddress of each lanager or lanaging Member: ttach additional page if ore than 3) Effective Date nd Time: (optional)	Company shall be managed by: Manage 1) SEGUROS S.A. Name SUITE 556, HUNKINS PLAZA, MAIN STREET Street Address 2) Name Street Address 3) Name Effective Date:	r(s) OR (check only one box)	Member(s	e Zp Code
Mahagement: equired) Name and ddress of each lanager or lanaging Member: ttach additional page if ore than 3) Effective Date	Company shall be managed by: Manage 1) SEGUROS S.A. Name SUITE 556, HUNKINS PLAZA, MAIN STREET Steel Address 2) Name Street Address 3) Name Street Address Effective Date: Ideclare, to the beat of my knowledge under penalty of perfur the pursuant to NRS 239.330, it is a category C folony to know SEGUROS S.A. Name	r(s) OR (check only one box)	Member(s	CN 00000 e Zp Code e Zp Code c Zp Code
Management: aquired) Name and ddress of each anager or anaging Member: ttach additional page it ore than 3) Effective Date nd Time: (optional) Name, Address id Signature of rganizer: (attach ditional page it more in 1 organizer)	Company shall be managed by: Manage 1) SEGUROS S.A. Name SUITE 556, HUNKINS PLAZA, MAIN STREET Street Address 2) Name Street Address 3) Street Address Effective Date: Ideclare, b the beat of my knowledge under penaity of perjur that pursuant to NRS 729-330, it is a category C felony to know the Secretary of State. SEGUROS S.A. Name SUITE 556, HUNKINS PLAZA, MAIN STREET Address	r(s) OR (check only one box) CHARLESTOWN, KN City City City Effective Time: y, that the information containeningly offer any false of toged X SEGUROS S.A. Organizer Signature CHARLESTOWN, KN, City	Member(s	O     O
Mahagement: equired) Name and ddress of each lanager or lanaging Member: ttach additional page it ore than 3) Effective Date nd Time: (optional) Name, Address id Signature of rganizer: (attach ditional page it more	Company shall be managed by: Manage 1) SEGUROS S.A. Name SUITE 556, HUNKINS PLAZA, MAIN STREET Steel Address 2) Name Street Address 3) Street Address Effective Date: Ideclare, in the beat of my knowledge under penalty of perfur that pursuant to NRS 239.330, it is a category C folony to know SEGUROS S.A. Name SUITE 556, HUNKINS PLAZA, MAIN STREET	r(s) OR (check only one box) CHARLESTOWN, KN City City City Effective Time: y, that the information containeningly offer any false of toged X SEGUROS S.A. Organizer Signature CHARLESTOWN, KN, City	Member(s A K Stat Stat d herein is c instrument fr A K State d Entity.	O     O

Revised: 7-26-13

ROSS MILLER Secretary of State 204 North Carson Street, Suite 1 Carson City, Nevada 89701-4520 (775) 684-5708		*091201*
Website: www.nvsos.gov	Filed in the office of	20140581325-31
Amendment to	Ross Miller Secretary of State	Filing Date and Time 08/12/2014 1:40 PM
(PURSUANT TO NRS 86.221)	State of Nevada	Entity Number E0389652014-5
USE BLACK INK ONLY - DO NOT HIGHLIGHT	ABOVE SPAC	E IS FOR OFFICE USE ONLY
<u>Certificate of Amendment to Arti</u> For a Nevada Limited-Liab (Pursuant to NRS 8)	ility Company	
1. Name of limited-liability company:		
Lersh LLC (E0389652014-5)		1
2. The company is managed by: Managers 3. The articles have been amended as follows: (provide Articles 1: Name	check only one box)	able)*
The name of the Limited Liability Com	pany shall be cha	inged to:
Tahoe Hydroponics Company LLC		
		1
t a second of constants		]
4. Effective date and time of filing: (optional) Date: Au		11:59 PM
4. Effective date and time of filing: (optional) Date: Au	gust 12, 2014 Time: ot be later than 90 days after th	e certificate is filed)
<ul> <li>4. Effective date and time of filing: (optional) Date: Au (must n)</li> <li>5. Signature (must be signed by at least one manager or signature</li> <li>* 1) If amending company name, it must contain the words "Limited J</li> </ul>	gust 12, 2014 Time: ot be later than 90 days after th by a managing member	e certificate is filed) ):
<ul> <li>4. Effective date and time of filing: (optional) Date: Au (must n)</li> <li>5. Signature (must be signed by at least one manager or</li> <li>X</li> <li>X</li> <li>Signature</li> </ul>	gust 12, 2014 Time: ot be later than 90 days after th by a managing member	e certificate is filed) ):
<ul> <li>4. Effective date and time of filing: (optional) Date: Au (must n)</li> <li>5. Signature (must be signed by at least one manager or</li> <li>X</li> <li>X</li> <li>Signature</li> <li>* 1) If amending company name, it must contain the words "Limited-Li or the abbreviations "Ltd.," "LLC.," or "L.C.," or "L.C.," The subserviations "Ltd.," "L.C.," or "L.C.," or "L.C.," The subserviations "Ltd.," "L.C.," or "L</li></ul>	ability Company," "Limited Company" may be al	e certificate is filed) ): company," or "Limited," obreviated as "Co."

•

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STATE OF NEVADA



SECRETARY OF STATE

**Commercial Recordings Division** 

202 N. Carson Street Carson City, NV 89701-4069 Telephone (775) 684-5708 Fax (775) 684-7138

ROSS MILLER Secretary of State

SCOTT W. ANDERSON Deputy Secretary for Commercial Recordings

Lorraine D Leach Maupin, Cox & LeGoy P.O. Box 30000 Reno, NV 89520 Job:C20140805-3070 August 5, 2014

# Special Handling Instructions:

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Articles of Organization	20140566515-15	8/5/2014 2:56:04 PM	1	\$75.00	\$75.00
Copies - Certification of Document	20140566515-15	8/5/2014 2:56:04 PM	1	\$30.00	\$30.00
Initial List	20140566518-48	8/5/2014 2:56:27 PM	1	\$125.00	\$125.00
Business License 8/2014- 8/2015	20140566518-48	8/5/2014 2:56:27 PM	1	\$200.00	\$200.00
Total					\$430.00

#### Payments

Туре	Description	Amount
Billed	750093	\$430.00
Total		\$430.00
	C P	D I

Credit Balance: \$0.00

# Job Contents:

Certified File Stamped Copy(s):	1
LLC Charter(s):	1
File Stamped Copy(s):	1
Business License(s):	1

Lorraine D Leach Maupin, Cox & LeGoy P.O. Box 30000 Reno, NV 89520

# STATE OF NEVADA

ROSS MILLER Secretary of State



SCOTT W. ANDERSON Deputy Secretary for Commercial Recordings

### OFFICE OF THE SECRETARY OF STATE

# **Certified Copy**

August 5, 2014

Job Number: C20140805-3070 Reference Number: Expedite: Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

**Document Number(s)** 20140566515-15 Description Articles of Organization Number of Pages 1 Pages/1 Copies



Certified By: Electronic Filing Certificate Number: C20140805-3070 You may verify this certificate online at http://www.nvsos.gov/ Respectfully,

· con Ma ROSS MILLER

Secretary of State

Commercial Recording Division 202 N. Carson Street Carson City, Nevada 89701-4069 Telephone (775) 684-5708 Fax (775) 684-7138





ROSS MILLER Secretary of State 204 North Carson Street, Suite 4 Carson City, Nevada 89701-4520 (775) 684-5708 Website: www.nvsos.gov

#### Document Number Filed in the office of Articles of Organization 20140566515-15 · c. Mu Filing Date and Time Limited-Liability Company Ross Miller 08/05/2014 2:56 PM (PURSUANT TO NRS CHAPTER 86) Secretary of State Entity Number State of Nevada E0403322014-5 {T} USE BLACK INK ONLY - DO NOT HIGHLIGHT ABOVE SPACE IS FOR OFFICE USE ONLY 1. Name of Limited-Check box if a Check box if a TAHOE-RENO BOTANICALS, LLC Liability Company: Restricted Limited-Series Limited-Liability Company Liability Company (must contain approved limited-liability company wording; see instructions) 2. Registered Commercial Registered Agent: MAUPIN, COX & LEGOY, A PROFESSIONAL CORPORATION Agent for Service Name of Process: (check Noncommercial Registered Agent Office or Position with Entity OR only one box) (name and address below) (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Nevada Zip Code Street Address City Nevada Zip Code Mailing Address (if different from street address) City 3. Dissolution Latest date upon which the company is to dissolve (if existence is not perpetual): Date: (optional) 4. Management: Company shall be managed by: OR X Manager(s) Member(s) (required) (check only one box 5. Name and 1) SCOTT DUNSEATH Address of each Name Manager or RENO NV 89501 501 EVANS AVENUE Managing Member: Street Address City State Zip Code (attach additional page if 2) MARK PITCHFORD more than 3) Name RENO 89501 **501 EVANS AVENUE** NV Street Address City State Zip Code 3) JAY E SMITH Name **501 EVANS AVENUE** RENO NV 89501 Street Address City State Zip Code 6. Effective Date Effective Date: Effective Time: and Time: (optional) I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is corr 7. Name, Address ect and acknowledg that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of and Signature of the Secretary of State X KURT O HUNSBERGER Organizer: (attach KURT O HUNSBERGER additional page if more Organizer Signature Name than 1 organizer) 4785 CAUGHLIN PARKWAY RENO NV 89519 Address City Zip Code State 8. Certificate of I hereby accept appointment as Registered Agent for the above named Entity. Acceptance of MAUPIN, COX & LEGOY, A PROFESSIONAL CORPORATION Appointment of 8/5/2014 **Registered Agent:** Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 85 DLLC Articles Revised: 7-26-13

# SECRETARY OF STATE



# LIMITED LIABILITY COMPANY CHARTER

I, ROSS MILLER, the Nevada Secretary of State, do hereby certify that **TAHOE-RENO BOTANICALS**, LLC did on August 5, 2014, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



Certified By: Electronic Filing Certificate Number: C20140805-3070 You may verify this certificate online at http://www.nvsos.gov/ IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on August 5, 2014.

1 6.11

ROSS MILLER Secretary of State

INITIAL/ANNUAL LIST OF MANAGERS OR MANAGING MEMBERS BUSINESS LICENSE APPLICATION OF:	S AND STATE	ENTITY NUMBER
TAHOE-RENO BOTANICALS, LLC		E0403322014-5
NAME OF LIMITED-LIABILITY COMPANY		
FOR THE FILING PERIOD OF AUG, 2014 TO AUG, 2015		
USE BLACK INK ONLY - DO NOT HIGHLIGHT		*100401*
**YOU MAY FILE THIS FORM ONLINE AT www.nvsliverflume.gov**		
Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)	Filed in the office of	Document Number 20140566518-48
<u>IMPORTANT</u> : Read instructions before completing and returning this form.	· c. n Man	Filing Date and Time
<ol> <li>Print or type names and addresses, either residence or business, for all manager or managing members. A Manager, or if none, a Managing Member of the LLC must sign the form. FORM WILL BE RETURNED IF UNSIGNED.</li> </ol>	Ross Miller Secretary of State	08/05/2014 2:56 PM Entity Number
2. If there are additional managers or managing members, attach a list of them to this form.	State of Nevada	E0403322014-5
<ol> <li>Beturn completed form with the fee of \$125.00. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.</li> </ol>		CUMENT WAS THED ELECTONICALLY . SPACE IS FOR OFFICE USE ONLY
4. State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by	deadline.	

5. Make your check payable to the Secretary of State.

6. Ordering Copies; If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.

7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.

8. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

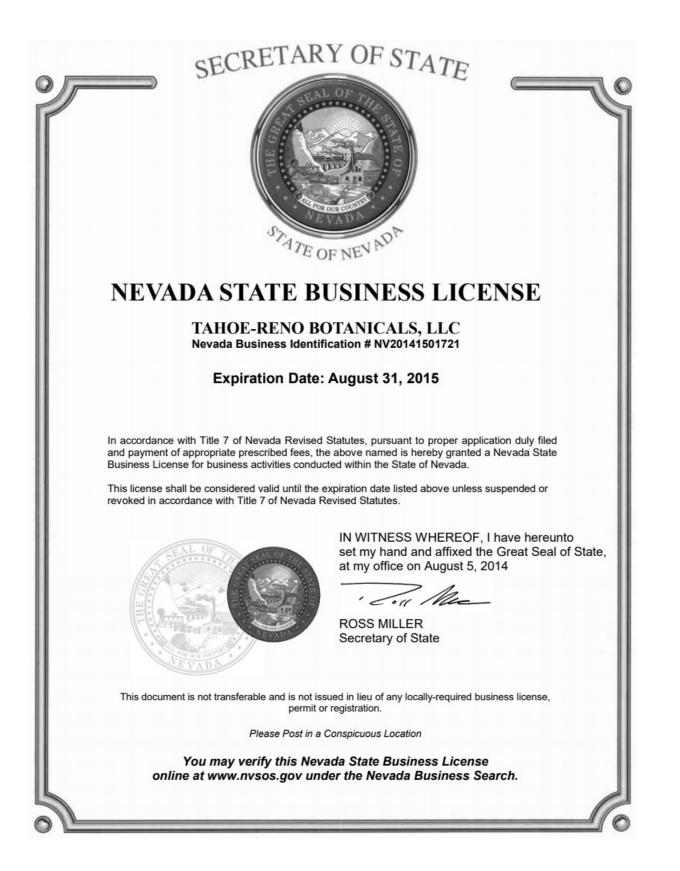
ANNUAL LIST FILING FEE: \$125.00 LATE PENALTY: \$75.00 (if filing late) BUSINESS LICENSE FEE: \$200.00 LATE PENALTY: \$100.00 (if filing late)

CHECK ONLY IF APPLICABLE AND ENTER EXEMPTING Pursuant to NRS Chapter 76, this entity is exempt from NOTE: If claiming an exemption, a notarized Declaration attach the Declaration of Eligibility form will result in	om the business license fee. Exemption code: tion of Eligibility form must be attached. Fa	OOS - NOR SPOR OTO LETURATE
NAME SCOTT DUNSEATH	MANAGER	OR MANAGING MEMBER
ADDRESS 501 EVANS AVENUE , USA	CITY RENO	STATE ZIP CODE NV 89501
NAME MARK PITCHFORD	MANAGER	OR MANAGING MEMBER
ADDRESS 501 EVANS AVENUE, USA	CITY	STATE ZIP CODE NV 89501
NAME JAY E SMITH	MANAGER	OR MANAGING MEMBER
ADDRESS 501 EVANS AVENUE, USA	CITY RENO	STATE ZIP CODE NV 89501
NAME	MANAGER	OR MANAGING MEMBER
ADDRESS	СПУ	STATE ZIP CODE

None of the managers or managing members identified in the list of managers and managing members has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

V HIST OF HISTOPPOP	Title	Date
X KURT O HUNSBERGER	ORGANIZER	8/5/2014 2:56:15 PM
Signature of Manager, Managing Member or		
Other Authorized Signature		Nevada Secretary of State List ManorMem Revised: 8-8-13



STATE OF NEVADA



SECRETARY OF STATE

**Commercial Recordings Division** 

202 N. Carson Street Carson City, NV 89701-4069 Telephone (775) 684-5708 Fax (775) 684-7138

ROSS MILLER Secretary of State

SCOTT W. ANDERSON Deputy Secretary for Commercial Recordings

Lorraine D Leach Maupin, Cox & LeGoy P.O. Box 30000 Reno, NV 89520 Job:C20140805-3089 August 5, 2014

# Special Handling Instructions:

#### Charges Description **Document Number** Filing Date/Time Qty Price Amount Articles of Organization 20140566537-79 8/5/2014 2:59:54 PM 1 \$75.00 \$75.00 20140566537-79 8/5/2014 2:59:54 PM Copies - Certification of 1 \$30.00 \$30.00 Document Initial List 20140566538-80 8/5/2014 3:00:18 PM 1 \$125.00 \$125.00 Business License 8/2014-20140566538-80 8/5/2014 3:00:18 PM \$200.00 \$200.00 1 8/2015 \$430.00 Total

#### Payments

Туре	Description	Amount
Billed	750093	\$430.00
Total		\$430.00
	G 11	DI 60.00

Credit Balance: \$0.00

# Job Contents:

Certified File Stamped Copy(s):	1
LLC Charter(s):	1
File Stamped Copy(s):	1
Business License(s):	1

Lorraine D Leach Maupin, Cox & LeGoy P.O. Box 30000 Reno, NV 89520

# STATE OF NEVADA

ROSS MILLER Secretary of State



SCOTT W. ANDERSON Deputy Secretary for Commercial Recordings

### OFFICE OF THE SECRETARY OF STATE

# **Certified Copy**

August 5, 2014

Job Number: C20140805-3089 Reference Number: Expedite: Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

**Document Number(s)** 20140566537-79 Description Articles of Organization Number of Pages 1 Pages/1 Copies



Certified By: Electronic Filing Certificate Number: C20140805-3089 You may verify this certificate online at http://www.nvsos.gov/ Respectfully,

· con Ma ROSS MILLER

Secretary of State

Commercial Recording Division 202 N. Carson Street Carson City, Nevada 89701-4069 Telephone (775) 684-5708 Fax (775) 684-7138





ROSS MILLER Secretary of State 204 North Carson Street, Suite 4 Carson City, Nevada 89701-4520 (775) 684-5708 Website: www.nvsos.gov

#### . . . . . .

Limited	es of Organization -Liability Company	Filed in the off Ross Miller Secretary of St State of Nevad	20140566537-79 Filing Date and Time 08/05/2014 2:59 PM Entity Number
USE BLACK INK ONLY - DO	NOT HIGHLIGHT		BOVE SPACE IS FOR OFFICE USE ONLY
1. Name of Limited- Liability Company: (must contain approved limited-liability company wording; see instructions)	TAHOE-RENO EXTRACTIONS, LLO	s	theck box if a Check box if a eries Limited- bility Company Liability Company
2. Registered Agent for Service of Process: (check only one box)	Commercial Registered Agent: M. Nar Noncommercial Registered Agent (name and address below)	me Office or F	SSIONAL CORPORATION Position with Entity d address below)
	Name of Noncommercial Registered Agent Street Address Mailing Address (if different from street addr	City	sition with Entity Nevada Zip Code Nevada Zip Code
3. Dissolution			
Date: (optional)	Latest date upon which the company is	to dissolve (if existence is not perpe	
4. Management: (required)	Company shall be managed by:	Manager(s) OR (check only one box)	Member(s)
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3) 6. Effective Date	1) MARK DUNSEATH Name     501 EVANS AVENUE     Street Address     2) MARK PITCHFORD     Name     501 EVANS AVENUE     Street Address     3) JAY E SMITH     Name     501 EVANS AVENUE     Street Address	RENO City RENO City RENO City	NV     89501       State     Zip Code       NV     89501       State     Zip Code       NV     89501       State     Zip Code       NV     89501       State     Zip Code
and Time: (optional)	Effective Date:	Effective Time:	
7. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	I declare, to the best of my knowledge under p that pursuant to NRS 239.330, it is a category ( the Secretary of State. KURT O HUNSBERGER Name 4785 CAUGHLIN PARKWAY	C felony to knowingly offer any false or forge KURT O HUNSBEE Organizer Signature RENO	kd instrument for filing in the Office of RGER NV 89519
8. Certificate of Acceptance of Appointment of	Address I hereby accept appointment as Re X MAUPIN, COX & LEGOY, A PROFE	0	State Zip Code ned Entity. 8/5/2014

Appointment of **Registered Agent:** Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 DLLC Articles Revised: 7-26-13

Date

# SECRETARY OF STATE



# LIMITED LIABILITY COMPANY CHARTER

I, ROSS MILLER, the Nevada Secretary of State, do hereby certify that **TAHOE-RENO EXTRACTIONS, LLC** did on August 5, 2014, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



Certified By: Electronic Filing Certificate Number: C20140805-3089 You may verify this certificate online at http://www.nvsos.gov/ IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on August 5, 2014.

1 6.11

ROSS MILLER Secretary of State

1.00

BUSINESS LICENSE APPLICATION OF:			ENTITY NUMBER
TAHOE-RENO EXTRACTIONS, LLC			E0403332014-6
IAME OF LIMITED-LIABILITY COMPANY			
OR THE FILING PERIOD OF AUG, 2014 TO A	AUG, 2015		
ISE BLACK INK ONLY - DO NOT HIGHLIGHT			*100401*
YOU MAY FILE THIS FORM ONLINE AT www.nvslive	rflume.gov**		
Return one file stamped copy. (If filing not accompanied by or file stamped copy will be sent to registered agent.)	•	Filed in the office of	
MPORTANT: Read instructions before completing and returning this for	nn.	· c. n Man	20140566538-80 Filing Date and Time
. Print or type names and addresses, either residence or business, for all manage members. A Manager, or if none, a Managing Member of the LLC must sign the BE RETURNED IF UNSIGNED.		Ross Miller Secretary of State	08/05/2014 3:00 PN Entity Number
. If there are additional managers or managing members, attach a list of them to ti	his form.	State of Nevada	E0403332014-6
. Return completed form with the fee of \$125.00. A \$75.00 penalty must be added form by the deadline. An annual list received more than 90 days before its due or an amended list for the previous year.			SCUMENT WAS NED GECTORICALLY SPACE IS FOR OFFICE USE ONLY
State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be add	ed for failure to file form b	y deadline.	
. Make your check payable to the Secretary of State.			
Return the completed form to: Secretary of State, 202 North Carson Street, Cars	son City, Nevada 89701-4	201, (775) 684-5708.	
	ay of the month in which it to include annual list and	t is due. (Postmark date is not I business license fees will resu	accepted as receipt date.) Forms It in rejection of filing. ENALTY: \$100.00 (if filing late)
	ay of the month in which it to include annual list and e) BUSINESS LICE	t is due. (Postmark date is not a l business license fees will resu	lt in rejection of filing. ENALTY: \$100.00 (if filing late)
Form must be in the possession of the Secretary of State on or before the last da received after due date will be returned for additional fees and penalties. Failure ANNUAL LIST FILING FEE: \$125.00 LATE PENALTY: \$75.00 (if filing late	ay of the month in which it to include annual list and e) BUSINESS LICE	t is due. (Postmark date is not a business license fees will resu NSE FEE: \$200.00 LATE P	It in rejection of filing. ENALTY: \$100.00 (if filing late) RS 76.020 Exemption Codes
Form must be in the possession of the Secretary of State on or before the last da received after due date will be returned for additional fees and penalties. Failure ANNUAL LIST FILING FEE: \$125.00 LATE PENALTY: \$75.00 (if filing late	ay of the month in which it to include annual list and <u>e)</u> <u>BUSINESS LICE</u> <u>BOX BELOW</u>	t is due. (Postmark date is not a business license fees will resu NSE FEE: \$200.00 LATE P	It in rejection of filing. ENALTY: \$100.00 (if filing late) RS 76.020 Exemption Codes 1 - Governmental Entity
Form must be in the possession of the Secretary of State on or before the last dr received after due date will be returned for additional fees and penalties. Failure ANNUAL LIST FILING FEE: \$125.00 LATE PENALTY: \$75.00 (if filing late CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN Pursuant to NRS Chapter 76, this entity is exempt from the busines	ay of the month in which it to include annual list and of <u>BUSINESS LICE</u> BOX BELOW ss license fee. Exemp	tis due. (Postmark date is not a business license fees will resure <b>NSE FEE: \$200.00</b> LATE P	It in rejection of filing. ENALTY: \$100.00 (if filing late) RS 76.020 Exemption Codes
Form must be in the possession of the Secretary of State on or before the last dare received after due date will be returned for additional fees and penalties. Failure ANNUAL LIST FILING FEE: \$125.00 LATE PENALTY: \$75.00 (if filing late CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN	ay of the month in which it to include annual list and <u>e)</u> <u>BUSINESS LICE</u> BOX BELOW ss license fee. Exemp lilty form must be att	tis due. (Postmark date is not a business license fees will resu NSE FEE: \$200.00 LATE P tion code: ached. Failure to	It in rejection of filing. ENALTY: \$100.00 (if filing late) RS 76.020 Exemption Codes 1 - Governmental Entity 5 - Motion Picture Company
Form must be in the possession of the Secretary of State on or before the last dreceived after due date will be returned for additional fees and penalties. Failure ANNUAL LIST FILING FEE: \$125.00 LATE PENALTY: \$75.00 (if filing late CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN Pursuant to NRS Chapter 76, this entity is exempt from the businee NOTE: If claiming an exemption, a notarized Declaration of Eligibility form will result in rejection, wh	ay of the month in which it to include annual list and <u>e)</u> <u>BUSINESS LICE</u> BOX BELOW ss license fee. Exemp lilty form must be att	tis due. (Postmark date is not a business license fees will resu NSE FEE: \$200.00 LATE P tion code: ached. Failure to	It in rejection of filing. ENALTY: \$100.00 (if filing late) RS 76.020 Exemption Codes 1 - Governmental Entity 5 - Motion Picture Company
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ADDRESS CITY STATE ZIP CODE 501 EVANS AVENUE, USA RENO NV 89501

 NAME
 MANAGER OR MANAGING MEMBER

 ADDRESS
 CITY
 STATE ZIP CODE

None of the managers or managing members identified in the list of managers and managing members has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X KURT O HUNSBERGER	Title	Date
	ORGANIZER	8/5/2014 3:00:06 PM
Signature of Manager, Managing Member or		
Other Authorized Signature	Nevada Secretary of State List ManorMem Revised: 8-8-13	

