
**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	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.

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

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

Ayr Wellness Canada Holdings Inc.

<u>Name</u>	<u>Office</u>
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

<u>Name</u>	<u>Office</u>
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

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

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

CSAC Acquisition NJ Corp.

<u>Name</u>	<u>Office</u>
Jonathan Sandelman	Director and President
Charles Miles	Director and Vice President
Paul Fisher	Director and Vice President

CSAC Acquisition Inc.

CSAC Holdings Inc.

<u>Name</u>	<u>Office</u>
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.

<u>Name</u>	<u>Office</u>
Jonathan Sandelman	Director, President, Secretary and Treasurer

CSAC LLC

<u>Name</u>	<u>Office</u>
Jonathan Sandelman	Manager, President, 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>	<u>Office</u>
Jonathan Sandelman	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

DocHouse LLC

<u>Name</u>	<u>Office</u>
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. ⁽¹⁾	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 York, New York 10022.

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%

Name	Principal Owner of 10% or More of Voting Securities	Title of Class Owned	Amount Owned	Percentage of Voting Securities Owned
Livfree Wellness LLC	AYR Wellness Inc.	Membership Interest	N/A	100%

Name	Principal Owner of 10% or More of Voting Securities	Title of Class Owned	Amount Owned	Percentage of Voting Securities Owned
Mercer Strategies FL, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Mercer Strategies MA, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Mercer Strategies PA, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
PA Natural Medicine LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Parker RE MA, LLC	AYR Wellness Inc.	Membership Interest	N/A	100%
Parker RE PA, LLC	AYR Wellness Inc.	Membership Interest	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

<u>Name</u>	<u>Mailing Address</u>	<u>Offering</u>
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.

<u>Title of Class</u>	<u>Number of Shares Authorized</u>	<u>Number of Shares Outstanding</u>
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 60th 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 or the Trustee; and
 - (l) either
 - (i) 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:
- (i) 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:
 - (i) 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:
 - (i) 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:

- (i) 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	<u>Certificate of Incorporation and Notice of Articles of AYR Wellness Inc.</u>
Exhibit T3A-2	<u>Articles of Incorporation of Ayr Wellness Canada Holdings Inc.</u>
Exhibit T3A-3	<u>Articles of Organization of 242 Cannabis, LLC</u>
Exhibit T3A-4	<u>Articles of Organization of AYR NJ, LLC</u>
Exhibit T3A-5	<u>Articles of Organization of AYR Ohio LLC</u>
Exhibit T3A-6	<u>Articles of Organization of AYR Wellness Holdings LLC</u>
Exhibit T3A-7	<u>Certificate of Formation of AYR Wellness NJ, LLC</u>
Exhibit T3A-8	<u>Articles of Organization of BP Solutions LLC</u>
Exhibit T3A-9	<u>Articles of Organization of Cannapunch of Nevada LLC</u>
Exhibit T3A-10	<u>Certificate of Formation of CannTech PA, LLC</u>
Exhibit T3A-11	<u>Amended and Restated Articles of Incorporation of CSAC Acquisition AZ Corp.</u>
Exhibit T3A-12	<u>Articles of Organization of CSAC Acquisition Connecticut LLC</u>
Exhibit T3A-13	<u>Articles of Incorporation of CSAC Acquisition FL Corp.</u>
Exhibit T3A-14	<u>Amended and Restated Articles of Incorporation of CSAC Acquisition IL Corp.</u>
Exhibit T3A-15	<u>Articles of Incorporation of CSAC Acquisition IL II Corp.</u>
Exhibit T3A-16	<u>Articles of Incorporation of CSAC Acquisition Inc.</u>
Exhibit T3A-17	<u>First Certificate of Amendment to the Articles of Incorporation of CSAC Acquisition Inc.</u>
Exhibit T3A-18	<u>Second Certificate of Amendment to the Articles of Incorporation of CSAC Acquisition Inc.</u>
Exhibit T3A-19	<u>Articles of Incorporation of CSAC Acquisition MA Corp.</u>
Exhibit T3A-20	<u>Amended and Restated Articles of Incorporation of CSAC Acquisition MA II Corp.</u>
Exhibit T3A-21	<u>Amended and Restated Articles of Incorporation of CSAC Acquisition NJ Corp.</u>
Exhibit T3A-22	<u>Articles of Incorporation of CSAC Acquisition NV Corp.</u>
Exhibit T3A-23	<u>Certificate of Incorporation of CSAC Acquisition NY Corp.</u>
Exhibit T3A-24	<u>Amended and Restated Articles of Incorporation of CSAC Acquisition PA Corp.</u>
Exhibit T3A-25	<u>Articles of Incorporation of CSAC Acquisition PA II Corp.</u>
Exhibit T3A-26	<u>Certificate of Formation of CSAC Acquisition TX Corp.</u>
Exhibit T3A-27	<u>Articles of Incorporation of CSAC Holdings Inc.</u>
Exhibit T3A-28	<u>Articles of Organization of CSAC LLC</u>
Exhibit T3A-29	<u>Articles of Organization of CSAC Ohio, LLC</u>
Exhibit T3A-30	<u>Certificate of Organization of Cultivauna, LLC</u>
Exhibit T3A-31	<u>Articles of Merger of DFMMJ Investments, LLC</u>
Exhibit T3A-32	<u>Certificate of Organization of DocHouse, LLC</u>
Exhibit T3A-33	<u>Articles of Organization of DWC Investments, LLC</u>
Exhibit T3A-34	<u>Certificate of Organization of Eskar LLC</u>

Exhibit No.	Description
Exhibit T3A-35	<u>Articles of Organization of Green Light Holdings LLC</u>
Exhibit T3A-36	<u>Articles of Organization of Green Light Management, LLC</u>
Exhibit T3A-37	<u>Articles of Organization of Herbal Remedies Dispensaries, LLC</u>
Exhibit T3A-38	<u>Articles of Incorporation of Klymb Project Management, Inc.</u>
Exhibit T3A-39	<u>Articles of Organization of Kynd-Strainz LLC</u>
Exhibit T3A-40	<u>Articles of Organization of Land of Lincoln Dispensary LLC</u>
Exhibit T3A-41	<u>Articles of Organization of Lemon Aide LLC</u>
Exhibit T3A-42	<u>Articles of Organization and Articles of Merger of Livfree Wellness LLC</u>
Exhibit T3A-43	<u>Articles of Organization of Mercer Strategies FL, LLC</u>
Exhibit T3A-44	<u>Articles of Organization of Mercer Strategies MA, LLC</u>
Exhibit T3A-45	<u>Articles of Organization of Mercer Strategies PA, LLC</u>
Exhibit T3A-46	<u>Certificate of Organization of PA Natural Medicine LLC</u>
Exhibit T3A-47	<u>Certificate of Name Change of PA Natural Medicine LLC</u>
Exhibit T3A-48	<u>Articles of Organization of Parker RE MA, LLC</u>
Exhibit T3A-49	<u>Articles of Organization of Parker RE PA, LLC</u>
Exhibit T3A-50	<u>Articles of Organization of Parker Solutions FL, LLC</u>
Exhibit T3A-51	<u>Articles of Organization of Parker Solutions IL, LLC</u>
Exhibit T3A-52	<u>Articles of Organization of Parker Solutions MA, LLC</u>
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Exhibit T3A-55	<u>Articles of Organization of Parker Solutions PA, LLC</u>
Exhibit T3A-56	<u>Articles of Organization of Sira Naturals, Inc.</u>
Exhibit T3A-57	<u>Amendment to Articles of Organization of Sira Naturals, Inc.</u>
Exhibit T3A-58	<u>Articles of Entity Conversion of Sira Naturals, Inc.</u>
Exhibit T3A-59	<u>Articles of Incorporation of Tahoe Capital Company</u>
Exhibit T3A-60	<u>Articles of Organization of Tahoe Hydroponics Company, LLC</u>
Exhibit T3A-61	<u>Amendment to Articles of Organization of Tahoe Hydroponics Company, LLC</u>
Exhibit T3A-62	<u>Articles of Organization of Tahoe-Reno Botanicals, LLC</u>
Exhibit T3A-63	<u>Articles of Organization of Tahoe-Reno Extractions, LLC</u>
Exhibit T3B-1*	Bylaws of AYR Wellness Inc.
Exhibit T3B-2*	Bylaws of Ayr Wellness Canada Holdings Inc.
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Exhibit T3B-44*	Amended and Restated Operating Agreement of PA Natural Medicine LLC
Exhibit T3B-45*	Operating Agreement of Parker RE MA, LLC
Exhibit T3B-46*	Operating Agreement of Parker RE PA, LLC
Exhibit T3B-47*	Operating Agreement of Parker Solutions FL, LLC
Exhibit T3B-48*	Operating Agreement of Parker Solutions IL, LLC
Exhibit T3B-49*	Operating Agreement of Parker Solutions MA, LLC
Exhibit T3B-50*	Operating Agreement of Parker Solutions NJ LLC
Exhibit T3B-51*	Operating Agreement of Parker Solutions OH, LLC
Exhibit T3B-52*	Operating Agreement of Parker Solutions PA, LLC
Exhibit T3B-53*	Amended and Restated Bylaws of Sira Naturals, Inc.
Exhibit T3B-54*	Amendment No. 1 to the Amended and Restated Bylaws of Sira Naturals, Inc.
Exhibit T3B-55*	Bylaws of Tahoe Capital Company
Exhibit T3B-56*	Amended and Restated Operating Agreement of Tahoe Hydroponics Company, LLC
Exhibit T3B-57*	Second Amended and Restated Operating Agreement of Tahoe-Reno Botanicals, LLC

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: <u>/s/ Brad Asher</u>	By: <u>/s/ Jonathan Sandelman</u>
Name: Brad Asher	Name: 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: <u>/s/ Brad Asher</u>	By: <u>/s/ Charles Miles</u>
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: <u>/s/ Charles Miles</u>	By: <u>/s/ Jonathan Sandelman</u>
Name: Charles Miles	Name: Jonathan Sandelman
Title: Manager	Title: Manager

CannTech PA, LLC

Attest: /s/ Joyce Johnson
Name: Joyce Johnson
Title: Manager and Vice President

By: /s/ Marla Bowie
Name: Marla Bowie
Title: Manager and 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.
CSAC Acquisition FL Corp.
CSAC Acquisition IL Corp.
CSAC Acquisition MA II Corp.
CSAC Acquisition NV Corp.
Tahoe Capital Company
CSAC Acquisition NJ Corp.
CSAC Acquisition Inc.
CSAC Holdings Inc.
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

Attest: /s/ Charles Miles
Name: Charles Miles
Title: Director

By: /s/ Jonathan Sandelman
Name: Jonathan Sandelman
Title: Director

CSAC Acquisition Connecticut LLC

Attest: /s/ Paul Fisher
Name: Paul Fisher
Title: Vice President of Sole Member

By: /s/ Brad Asher
Name: Brad Asher
Title: Manager

CSAC Acquisition PA Corp.
CSAC Acquisition PA II Corp.
CSAC LLC

Attest: /s/ Paul Fisher
Name: Paul Fisher
Title: Vice President of Sole Member

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

DocHouse LLC

Attest: /s/ Paul Fisher
Name: Paul Fisher
Title: Vice President of Sole Member

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

Land of Lincoln Dispensary LLC

Attest: /s/ Brad Asher
Name: Brad Asher
Title: Chief Financial Officer of Sole Member

By: /s/ Jonathan Sandelman
Name: Jonathan Sandelman
Title: Executive Chair of Sole Member

Mercer Strategies MA, LLC
Parker Solutions FL, LLC

Attest: /s/ Charles Miles
Name: Charles Miles
Title: Director of Sole Member

By: /s/ Jonathan Sandelman
Name: Jonathan Sandelman
Title: Director of Sole Member

Parker Solutions MA, LLC

Attest: /s/ Louis F. Karger
Name: Louis F. Karger
Title: Director of Sole Member

By: /s/ Jonathan Sandelman
Name: Jonathan Sandelman
Title: Director of Sole Member

Sira Naturals, Inc.

Attest: /s/ Louis F. Karger
Name: Louis F. Karger
Title: Director

By: /s/ Jonathan Sandelman
Name: Jonathan Sandelman
Title: Director

Request ID: 020549871 Province of Ontario
 Demande n°: Province de l'Ontario
 Transaction ID: 065217628 Ministry of Government Services
 Transaction n°: Ministère des Services gouvernementaux
 Category ID: CT
 Catégorie:

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

Ceci certifie que

CANNABIS STRATEGIES ACQUISITION CORP.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

002590088

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

JULY 31 JUILLET, 2017

Director/Directeur
 Business Corporations Act/Loi sur les sociétés par actions

Page: 1

Request ID / Demande n°

20549871

**Ontario Corporation Number
 Numéro de la compagnie en Ontario**

2590088

FORM 1

BUSINESS CORPORATIONS ACT

FORMULE NUMÉRO 1

LOI SUR LES SOCIÉTÉS PAR ACTIONS

**ARTICLES OF INCORPORATION
 STATUTS 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:

**199 BAY STREET
 COMMERCE COURT WEST**

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
 (Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)

**TORONTO
 CANADA**

(Name of Municipality or Post Office)
 (Nom de la municipalité ou du bureau de poste)

Suite 5300

**ONTARIO
 M5L 1B9**
 (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**

Address for service, giving Street & No. or R.R. No., Municipality and Postal Code

**Resident Canadian
 Résident Canadien**

**State Yes or No
 Oui/Non**

Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité et le code postal

* **KAMALDEEP
 THINDAL**

YES

1066 WEST HASTINGS STREET Suite 1895

**VANCOUVER BRITISH COLUMBIA
 CANADA V6E 3X1**

Request ID / Demande n°

20549871

Ontario Corporation Number
Numéro de la compagnie en Ontario

2590088

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may 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.

Request ID / Demande n°

20549871

Ontario Corporation Number
Numéro de la compagnie en Ontario

2590088

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:

N/A

Request ID / Demande n°

20549871

Ontario Corporation Number
Numéro de la compagnie en Ontario

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 lieu, sont les suivantes:

None.

Request ID / Demande n°

20549871

Ontario Corporation Number
Numéro de la compagnie en Ontario

2590088

9. Other provisions, (if any, are):

Autres dispositions, s'il y a lieu:

None.

Request ID / Demande n°

20549871

Ontario Corporation Number
Numéro de la compagnie en Ontario

2590088

10. The names and addresses of the incorporators are

Nom et adresse des fondateurs

First name, initials and last name or corporate name

Prénom, initiale et nom de famille ou dénomination sociale

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**



Continuation Application

FORM 16
BUSINESS CORPORATIONS ACT
Section 302

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

Carol Prest
CAROL PREST

FILING DETAILS:	<i>Continuation Application for:</i> AYR STRATEGIES INC.
	<i>Incorporation Number:</i> C1210067
<i>Filed Date and Time:</i>	May 24, 2019 01:13 PM Pacific Time
<i>Recognition Date and Time:</i>	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:

2590088

Name in Foreign Jurisdiction:

Cannabis Strategies Acquisition Corp.

Date of Incorporation, Continuation, or Amalgamation in Foreign Jurisdiction:

July 31, 2017

Foreign Jurisdiction:

ONTARIO

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

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

DIRECTOR INFORMATION**Last Name, First Name, Middle Name:**

Smith, Mark

Mailing Address:

660 BRYANT STREET
DENVER CO 80204
UNITED STATES

Delivery 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

Delivery 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:

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



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

Notice of Articles BUSINESS CORPORATIONS ACT

Signature of 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

Delivery 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

DIRECTOR INFORMATION**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 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

Last Name, First Name, Middle Name:

Burggraeve, Chris

Mailing Address:347 E. 57TH STREET, PHA
NEW YORK NY 10019
UNITED STATES**Delivery 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**Delivery 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**Delivery 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 7700 - 300 TRADE CENTER
WOBURN MA 01801
UNITED STATES

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

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

3.	No Maximum	Restricted Voting Shares	Without Par Value
			With Special Rights or Restrictions attached

4.	No Maximum	Limited Voting Shares	Without Par Value
			With Special Rights or Restrictions attached

ATB Data Room
www.atbdata.com
Email: ATB@atb.com
1-800-393-7373 (Toll Free)
For Professional Use Only - Not to be Released to Customers by Agent

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 of which are attached, is incorporated under the *Canada Business Corporations Act*. JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, 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)


Form 1
Articles of Incorporation
Canada Business Corporations Act (s. 6)
Formulaire 1
Statuts constitutifs
Loi canadienne sur les sociétés par actions (art. 6)

1	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
3	The classes and any maximum number of shares that the corporation is authorized to issue 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
7	Other Provisions 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)

R. Andrew Scott

Original Signed by - Original signé par

R. Andrew Scott

R. Andrew Scott

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.



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:
 - (a) (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 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.



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	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

R. Andrew Scott

199 Bay Street, Suite 5300 Commerce Court West,
Toronto ON
M5L 1B9, Canada

Resident Canadian
Résident Canadien
Yes / Oui

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 STATE.

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

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

07/31/2019

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

Indexed Entity Information:

Entity ID: E0713812019-3 **Entity Name:** AYR NJ, 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,

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) 684-6708
 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E0713812019-3
Secretary State Of Nevada	Filing Number 20190071380
	Filed On 7/31/2019 8:45:00 AM
	Number of Pages 1
	050106

Articles of Organization Limited-Liability Company (PURSUANT TO NRS CHAPTER 86)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: <small>(must contain approved limited-liability company wording; see instructions)</small>	AYR NJ, LLC	Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: <small>(check only one box)</small>	<input checked="" type="checkbox"/> Commercial Registered Agent: <u>Corporate Creations Network Inc.</u> <small>Name</small>		
	<input type="checkbox"/> Noncommercial Registered Agent OR <input type="checkbox"/> Office or Position with Entity <small>(name and address below)</small>		
	<small>Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity</small> <input type="text"/>		
	<small>Street Address</small>	<small>City</small>	<small>Nevada</small>
	<input type="text"/>	<input type="text"/>	<input type="text"/>
	<small>Mailing Address (if different from street address)</small>	<small>City</small>	<small>Zip Code</small>
	<input type="text"/>	<input type="text"/>	<input type="text"/>
3. Dissolution Date: <small>(optional)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): <input type="text"/>		
4. Management: <small>(required)</small>	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) <small>(check only one box)</small>		
5. Name and Address of each Manager or Managing Member: <small>(attach additional page if more than 3)</small>	1) <u>Jonathan Sandelman</u> <small>Name</small>		
	<u>590 Madison Ave., 26th Fl.</u> <small>Street Address</small>	<u>New York</u> <small>City</small>	<u>NY</u> <u>10022</u> <small>State Zip Code</small>
	<input type="text"/>	<input type="text"/>	<input type="text"/>
	<small>Street Address</small>	<small>City</small>	<small>State Zip Code</small>
	<input type="text"/>	<input type="text"/>	<input type="text"/>
	<small>Street Address</small>	<small>City</small>	<small>State Zip Code</small>
	<input type="text"/>	<input type="text"/>	<input type="text"/>
	<small>Street Address</small>	<small>City</small>	<small>State Zip Code</small>
6. Name, Address and Signature of Organizer: <small>(attach additional page if more than 1 organizer)</small>	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.		
	<u>Deborah E. Kalstek, Paralegal</u> <small>Name</small>	 <small>Organizer Signature</small>	
	<u>c/o Hodgson Russ LLP, 140 Pearl St., Ste. 100</u> <small>Address</small>	<u>Buffalo</u> <small>City</small>	<u>NY</u> <u>14202</u> <small>State Zip Code</small>
	<input type="text"/>	<input type="text"/>	<input type="text"/>
	<small>Address</small>	<small>City</small>	<small>State Zip Code</small>
7. Certificate of 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 Organization, submit a separate signed Registered Agent Acceptance form.		
	 <small>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity</small>	<u>Nicholas Nichols, Special Secretary</u> <small>Name</small>	<u>07/30/2019</u> <small>Date</small>
	<input type="text"/>	<input type="text"/>	<input type="text"/>
	<small>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity</small>	<small>Name</small>	<small>Date</small>

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

07/31/2019

Work Order Item Number: W2019073100407-20466
Filing Number: 20190071397
Filing Type: Initial List
Filing Date/Time: 7/31/2019 8:45:00 AM
Filing Page(s): 1

Indexed Entity Information:

Entity ID: E0713812019-3 **Entity Name:** AYR NJ, 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Secretary of State

Page 1 of 1

Commercial Recording Division
202 N. Carson Street

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

AYR NJ, LLC ENTITY NUMBER
 NAME OF LIMITED-LIABILITY COMPANY

FOR THE FILING PERIOD OF _____ TO _____
 USE BLACK INK ONLY - DO NOT HIGHLIGHT



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.**
- 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.
- State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- 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 copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file accompany your order.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-420
- Form must be in the possession of the Secretary of State on or before the last day of the month in which it is received after due date will be returned for additional fees and penalties. Failure to include annual list and fee.

ABOVE SPACE IS FOR OFFICE USE ONLY

Filed in the Office of <i>Barbara K. Gogate</i>	Business Number E0713812019-3
Secretary State Of Nevada	Filing Number 20190071397
	Filed On 7/31/2019 8:45:00 AM
	Number of Pages 1

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

CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN BOX BELOW

Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code: _____

NRS 76.020 Exemption Codes

- 001 - Governmental Entity
- 006 - NRS 680B.020 Insurance Co.

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NAME Jonathan Sandelman	MANAGER OR MANAGING MEMBER		
ADDRESS 590 Madison Ave., 26th Fl.	CITY New York	STATE NY	ZIP CODE 10022
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE
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.

Signature of Manager, Managing Member or Other Authorized Signature

Title: Manager Date: 07/30/2019

SECRETARY OF STATE



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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

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 <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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
10/29/2021	202130201246	DOMESTIC FOR PROFIT LLC - ARTICLES OF ORG (LCP)	99.00	300.00	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)	Document No(s):
DOMESTIC FOR PROFIT LLC - ARTICLES OF ORG	202130201246
Effective Date: 10/29/2021	



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 LaRose
Ohio Secretary of State

Form 533A Prescribed by:



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

Articles of Organization for a Domestic Limited Liability Company

Filing Fee: \$99
Form Must Be Typed

CHECK ONLY ONE (1) BOX

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

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

Name of Limited Liability Company

(Name must include one of the following words or abbreviations: "limited liability company", "limited", "LLC", "L.L.C.", "Ltd.", or "Ltd.")

Optional: Effective Date (MM/DD/YYYY)

(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

**** Note for Nonprofit LLCs**

The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit limited liability company secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. **

Original Appointment of Statutory Agent

The undersigned authorized member(s), manager(s) or representative(s) of

AYR Ohio LLC

(Name of Limited Liability Company)

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

CORPORATE CREATIONS NETWORK INC.

(Name of Statutory Agent)

119 E. COURT STREET

(Mailing Address)

CINCINNATI

(Mailing City)

OH

(Mailing State)

45202

(Mailing ZIP Code)

Acceptance of Appointment

The Undersigned, CORPORATE CREATIONS NETWORK INC., named herein as the
(Name of Statutory Agent)

Statutory agent for AYR Ohio LLC
(Name of Limited Liability Company)

hereby acknowledges and accepts the appointment of statutory agent for said limited liability company.

Statutory Agent Signature NICHOLAS NICHOLS, SPECIAL SECRETARY
(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by a member, manager or other representative.

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.

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.

SEE ATTACHED

Signature

DEBORAH E. KALSTEK, PARALEGAL/AUTH. AGENT

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Original Appointment of Statutory Agent

The undersigned authorized member(s), manager(s) or representative(s) of

AYR Ohio LLC

(Name of Limited Liability Company)

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

Corporate Creations Network Inc.

(Name of Statutory Agent)

119 E. Court Street

(Mailing Address)

Cincinnati

(Mailing City)

OH

(Mailing State)

45202

(Mailing ZIP Code)

Acceptance of Appointment

The Undersigned, Corporate Creations Network Inc., named herein as the
(Name of Statutory Agent)

Statutory agent for AYR Ohio LLC
(Name of Limited Liability Company)

hereby acknowledges and accepts the appointment of statutory agent for said limited liability company.

Statutory Agent Signature  Nicholas Nichols, Special Secretary

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by a member, manager or other representative.

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.

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.

Deborah E. Kalstek
Signature

By (if applicable)

Deborah E. Kalstek, Paralegal/Auth. Agent
Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

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

03/05/2021

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

Indexed Entity Information:

Entity ID: E12880052021-7 **Entity Name:** AYR Wellness Holdings 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,

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

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E12880052021-7
Secretary of State	Filing Number 20211288004
State Of Nevada	Filed On 3/5/2021 10:35:00 AM
	Number of Pages 2

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Company

- | | |
|---|--|
| <input checked="" type="checkbox"/> NRS 86 - Articles of Organization Limited-Liability Company | <input type="checkbox"/> NRS 86.544 - Registration of Foreign Limited-Liability Company |
| <input type="checkbox"/> NRS 89 - Articles of Organization Professional Limited-Liability Company | <input type="checkbox"/> NRS 86.555 - Registration of Professional Foreign Limited-Liability Company |

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

1. Name Being Registered in Nevada: <small>(See instructions)</small>	AYR Wellness Holdings LLC
2. Foreign Entity Name: <small>(Name in home jurisdiction)</small>	
3. Jurisdiction of Formation: <small>(Foreign Limited-Liability Companies)</small>	3a) Jurisdiction of formation: _____ 3b) Date formed: _____ 3c) I declare this entity is in good standing in the jurisdiction of its formation. <input type="checkbox"/>
4. Registered Agent for Service of Process*: <small>(Check only one box)</small>	<input checked="" type="checkbox"/> Commercial Registered Agent (name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below) Corporate Creations Network Inc. Name of Registered Agent OR Title of Office or Position with Entity _____ Nevada _____ Street Address _____ City _____ Zip Code _____ _____ 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 above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form. X Danielle Gossman, Special Secretary 03/05/2021 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date
5. Management: <small>(Domestic Limited-Liability Companies only)</small>	Company shall be managed by: (check one box) <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s)
6. Name and Address of each Manager(s) or Managing Member(s): <small>(NRS 86 and NRS 86.544, see instructions)</small>	1) Jonathan Sandelman United States Name Country 590 Madison Ave., 26th Fl. New York NY 10022 Street Address City State Zip/Postal Code 2) _____ Name Country Street Address _____ City _____ State _____ Zip/Postal Code _____ 3) _____ Name Country Street Address _____ City _____ State _____ Zip/Postal Code _____
Name and Address of the Original Manager(s) and Member(s): <small>(NRS 89, see instructions)</small>	
7. Dissolution Date: <small>(Domestically)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): _____

This form must be accompanied by appropriate fees.



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

**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 <input type="checkbox"/> Domestic Limited-Liability Company's only: <input type="checkbox"/> The Limited-Liability Company is a Restricted Limited-Liability Company
10 Records Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
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) See instructions	*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process. 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. Deborah E. Kalstek, c/o Hodgson Russ LLP <input type="text"/> United States <input type="text"/> Name <input type="text"/> Country <input type="text"/> 140 Pearl St., Ste. 100 <input type="text"/> Buffalo, <input type="text"/> NY <input type="text"/> 14202 <input type="text"/> Address <input type="text"/> City <input type="text"/> State <input type="text"/> Zip/Postal Code <input type="text"/> X <u>Deborah E. Kalstek</u> <input type="text"/> (attach additional page if necessary)

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

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 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 <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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

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
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Carson City, NV 89701
Telephone (775) 684-5708
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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: W2021030501445-1175906
Filing Number: 20211288011
Filing Type: Initial List
Filing Date/Time: 3/5/2021 10:35:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E12880052021-7 **Entity Name:** AYR Wellness Holdings LLC
Entity Status: Active **Expiration Date:** None

Commercial Registered Agent

CORPORATE CREATIONS NETWORK INC.

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

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Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

AYR Wellness Holdings 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

This corporation is publicly traded, the Central Index Key number is:

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

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E12880052021-7
Secretary of State State Of Nevada	Filing Number 20211288011
	Filed On 3/5/2021 10:35:00 AM
	Number of Pages 2

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: Charitable Solicitation Information - check 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 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.****



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, OR EQUIVALENT OF: Title:

Name: Country:

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.

DocuSigned by:
X *Jonathan Sandelman*
5F9D1CBF84094EC...
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.

Title Date

SECRETARY OF STATE



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. Cegavske

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
3. **Registered Office:**
950 US HIGHWAY 1 NORTH
WOODBIDGE, 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
6. **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

- 8. Main Business Address:**
950 US HIGHWAY 1 NORTH
WOODBIDGE, NEW JERSEY 07095

Signatures:

DANIELLE ALVAREZ WOLF
AUTHORIZED REPRESENTATIVE



Certificate Number - 4101711533
Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCertJSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
4th day of May, 2020*

A handwritten signature in cursive script, appearing to read "Elizabeth Maher Muoio".

Elizabeth Maher Muoio
State Treasurer

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

State of New Jersey
Department of the Treasury
Division of Revenue & Enterprise Services
Business Amendments
Filed

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

State of New Jersey
Department of the Treasury
Division of Revenue & Enterprise Services
Business Amendments
Filed

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

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, 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

State of New Jersey
Department of the Treasury
Division of Revenue & Enterprise Services
Business Amendments
Filed

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

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 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

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

Job:C20161214-1703
December 14, 2016

Special Handling Instructions:**Charges**

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

Type	Description	Amount
Credit	03099C 4817524760996720304074	\$455.00
Total		\$455.00

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

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)	Description	Number of Pages
20160542929-50	Articles of Organization	2 Pages/1 Copies



Respectfully,

Barbara K. Cegavske

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



050106

Articles of Organization
Limited-Liability Company
 (PURSUANT TO NRS CHAPTER 86)

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number 20160542929-50
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time 12/14/2016 1:54 PM
	Entity Number E0538162016-9

(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	BP SOLUTIONS LLC	Check box if a Series Limited-Liability Company	Check box if a Restricted Limited-Liability Company
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: REGISTERED AGENTS INC. Name	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)		
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity		
	Street Address	City	Nevada 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 (if existence is not perpetual):		
4. Management: (required)	Company shall be managed by: <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s) (check only one box)		
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	LAS VEGAS City	NV 89141 State Zip Code
	2) Name		
	Street Address	City	State Zip Code
	3) Name		
	Street Address	City	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 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.		
	TIMOTHY J HARRIS Name	<input checked="" type="checkbox"/> TIMOTHY J HARRIS Organizer Signature	
	3466 BELLA LANTE Address	LAS VEGAS City	NV 89141 State Zip Code
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity.		
	<input checked="" type="checkbox"/> REGISTERED AGENTS INC. Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity	12/14/2016 Date	

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 LLC 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 **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. CEGAVSKE
Secretary of State

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

BP SOLUTIONS LLC

ENTITY NUMBER

E0538162016-9

NAME OF LIMITED-LIABILITY COMPANY



FOR THE FILING PERIOD OF **DEC, 2016** TO **DEC, 2017**

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, 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.
3. 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.

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20160542930-82 Filing Date and Time 12/14/2016 1:54 PM Entity Number E0538162016-9
--	--

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

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 BOX BELOW

NRS 76.020 Exemption Codes

Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code:

- 001 - Governmental Entity
- 005 - Motion Picture Company
- 006 - NRS 680B.020 Insurance Co.

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NAME TIMOTHY J HARRIS	MANAGER OR MANAGING MEMBER
ADDRESS 3466 BELLA LANTE , USA	CITY STATE ZIP CODE LAS VEGAS NV 89141
NAME	MANAGER OR MANAGING MEMBER
ADDRESS	CITY STATE ZIP CODE
NAME	MANAGER OR MANAGING MEMBER
ADDRESS	CITY STATE ZIP CODE
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 TIMOTHY J HARRIS
Signature of Manager, Managing Member or Other Authorized Signature

Title: **MANAGING MEMBER** Date: **12/14/2016 1:54:40 PM**

SECRETARY OF STATE



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.



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. Cegavske

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

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 89701-4201
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					\$425.00

Payments

Type	Description	Amount
Credit	128409 4909069279866102603088	\$425.00
Total		\$425.00

Credit Balance: \$0.00

Job Contents:

LLC Charter(s): 1
File Stamped Copy(s): 2
Business License(s): 1

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



050106

Articles of Organization Limited-Liability Company

(PURSUANT TO NRS CHAPTER 86)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20170138740-33 Filing Date and Time 03/30/2017 1:48 PM Entity Number E0152772017-7
--	--

(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	CANNAPUNCH OF NEVADA LLC	Check box if a Series Limited-Liability Company	Check box if a Restricted Limited-Liability Company
		<input type="checkbox"/>	<input type="checkbox"/>
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: DEREK CONNOR Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address _____ City _____ Nevada _____ 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 (if existence is not perpetual): _____		
4. Management: (required)	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) (check only one box)		
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) DANIEL GRIFFIN Name 2917 E. ALEXANDER RD. Street Address NORTH LAS VEGAS City NV State 89030 Zip Code		
	2) _____ Name Street Address _____ City _____ State _____ Zip Code _____		
	3) _____ Name Street Address _____ City _____ 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 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. AMANDA CONNOR <input checked="" type="checkbox"/> AMANDA CONNOR Name Organizer Signature 710 CORONADO CENTER DR., SUITE 121 HENDERSON NV 89052 Address City State Zip Code		
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> DEREK CONNOR 3/30/2017 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 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.

Barbara K. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

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

CANNAPUNCH OF NEVADA LLC
NAME OF LIMITED-LIABILITY COMPANY

ENTITY NUMBER
E0152772017-7



FOR THE FILING PERIOD OF **MAR, 2017** TO **MAR, 2018**

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.**
- 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.
- State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- 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.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- 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.

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number	20170138741-44
	Filing Date and Time	03/30/2017 1:48 PM
	Entity Number	E0152772017-7
	(This document was filed electronically.) ABOVE SPACE IS FOR OFFICE USE ONLY	

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 BOX BELOW

Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code:

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NRS 76.020 Exemption Codes
001 - Governmental Entity
005 - Motion Picture Company
006 - NRS 690B.020 Insurance Co.

NAME DANIEL GRIFFIN	MANAGER OR MANAGING MEMBER		
ADDRESS 2917 E. ALEXANDER RD. , USA	CITY NORTH LAS VEGAS	STATE NV	ZIP CODE 89030
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE
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 AMANDA N CONNOR
Signature of Manager, Managing Member or Other Authorized Signature

Title **ATTORNEY** Date **3/30/2017 1:48:51 PM**

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. Cegavske

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.**

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.

AVR Data Room
amr@delaware.com
Estate Address
04/03/2019 5:57:00 PM
For Professional Eyes Only: Confidential. Subject to Confidentiality Agreement



7357990 8100
SR# 20192533747

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


Jeffrey W. Bullock, Secretary of State

Authentication: 202578945
Date: 04-04-19

**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:

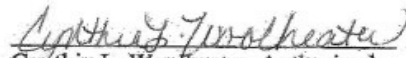
Canntech PA, LLC

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

**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

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.

APR 11 2023 11:42:53 AM
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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 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 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 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

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.

“**Constituting 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.

“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 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 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

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

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

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 Constatng 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 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.

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 under applicable law and the Constatng 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.

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 Constatting 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, 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 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

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 Constatting 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.

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.

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

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

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 (3rd) 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 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) to be paid on each Parent Subordinate Voting Share, as applicable and without duplication; 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 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.

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.

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.

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

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; plus (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

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,

- (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.

AVP Data Room
www.avpdata.com
Enigma Analytics
11/16/2023, 3:42:55 PM
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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 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.

APR 11 2023 11:42:54 PM
www.mcafee.com
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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 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 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(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 Certificate, 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: _____

Name of Person in Whose Name Securities or Check(s) to be Registered, Issued or Delivered (please print): _____

Street Address or P.O. Box: _____

Signature of Shareholder: _____

City, Province/State and Postal/Zip Code: _____

Signature Guaranteed 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.

NYN Data Room
www.nyndata.com
Enigma Markets
11/16/2023 3:42:55 PM
For Professional Eyes Only. Confidential. Subject to Confidentiality Agreement

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.

DocuSigned by:

By: _____
Name: Jonathan Sandelman
Its: President

*AVP Data Room
www.mcsandelman.com
Erika Madsen
1/17/2021, 3:42:55 PM
For Professional Eyes Only. Confidential. Subject to Confidentiality Agreement*

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

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

04/28/2022

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

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

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E22839002022-6
Secretary of State State Of Nevada	Filing Number 20222283899
	Filed On 4/27/2022 2:35:00 PM
	Number of Pages 2

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Company

- NRS 86 - Articles of Organization Limited-Liability Company
- NRS 86.544 - Registration of Foreign Limited-Liability Company
- NRS 89 - Articles of Organization Professional Limited-Liability Company
- NRS 86.555 - Registration of Professional Foreign Limited-Liability Company

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

1. Name Being Registered in Nevada: (See Instructions)	CSAC Acquisition Connecticut LLC
2. Foreign Entity Name: (Name in home jurisdiction)	
3. Jurisdiction of Formation: (Foreign Limited-Liability Companies)	3a) Jurisdiction of formation: <input type="text"/> 3b) Date formed: <input type="text"/> 3c) I declare this entity is in good standing in the jurisdiction of its formation. <input type="checkbox"/>
4. Registered Agent for Service of Process*: (Check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent:(name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below) Corporate Creations Network Inc. Name of Registered Agent OR Title of Office or Position with Entity <input type="text"/> Street Address <input type="text"/> City <input type="text"/> Nevada <input type="text"/> Zip Code <input type="text"/> Mailing Address (if different from street address) <input type="text"/> City <input type="text"/> Nevada <input type="text"/> Zip Code <input type="text"/>
4a. Certificate of Appointment of Registered Agent:	<i>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.</i> X <i>Nicholas Nichols</i> Nicholas Nichols, Special Secretary <input type="text"/> 4/27/2022 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date
5. Management: (Domestic Limited-Liability Companies only)	Company shall be managed by: (check one box) <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s)
6. Name and Address of each Manager(s) or Managing Member(s): (NRS 86 and NRS 86.544, see instructions)	1) <input type="text"/> Brad Asher <input type="text"/> United States Name Country <input type="text"/> 2601 South Bayshore Dr., Ste. 900 <input type="text"/> Miami <input type="text"/> FL <input type="text"/> 33133 Street Address City State Zip/Postal Code
Name and Address of the Original Manager(s) and Member(s): (NRS 89, see instructions)	2) <input type="text"/> Name Country <input type="text"/> Street Address City State Zip/Postal Code
IMPORTANT: A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing.	3) <input type="text"/> Name Country <input type="text"/> Street Address City State Zip/Postal Code
7. Dissolution Date: (Domestic only)	Latest date upon which the company is to dissolve (if existence is not perpetual): <input type="text"/>

This form must be accompanied 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.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 <input type="checkbox"/> Domestic Limited-Liability Company's only: <input type="checkbox"/> The Limited-Liability Company is a Restricted Limited-Liability Company																
10 Records Office: (Foreign Limited-Liability Companies)	<table style="width: 100%; border: none;"> <tr> <td style="border: none;">Address</td> <td style="border: none;">City</td> <td style="border: none;">State</td> <td style="border: none;">Zip Code</td> </tr> <tr> <td style="border: none;">Country</td> <td colspan="3" style="border: none;"></td> </tr> </table>	Address	City	State	Zip Code	Country											
Address	City	State	Zip Code														
Country																	
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	<table style="width: 100%; border: none;"> <tr> <td style="border: none;">Address</td> <td style="border: none;">City</td> <td style="border: none;">State</td> <td style="border: none;">Zip Code</td> </tr> <tr> <td style="border: none;">Country</td> <td colspan="3" style="border: none;"></td> </tr> </table>	Address	City	State	Zip Code	Country											
Address	City	State	Zip Code														
Country																	
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) See instructions	<p>*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process.</p> <p>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.</p> <table style="width: 100%; border: none;"> <tr> <td style="border: none;">Deborah E. Kalstek, Paralegal, c/o Hodgson Russ LLP</td> <td style="border: none;">United States</td> </tr> <tr> <td style="border: none;">Name</td> <td style="border: none;">Country</td> </tr> <tr> <td style="border: none;">140 Pearl St., Ste. 100</td> <td style="border: none;">Buffalo</td> </tr> <tr> <td style="border: none;">Address</td> <td style="border: none;">City</td> </tr> <tr> <td style="border: none;"></td> <td style="border: none;">NY</td> </tr> <tr> <td style="border: none;"></td> <td style="border: none;">State</td> </tr> <tr> <td style="border: none;"></td> <td style="border: none;">14202</td> </tr> <tr> <td style="border: none;"></td> <td style="border: none;">Zip/Postal Code</td> </tr> </table> <p>X <i>Deborah E. Kalstek</i></p> <p style="text-align: right;">(attach additional page if necessary)</p>	Deborah E. Kalstek, Paralegal, c/o Hodgson Russ LLP	United States	Name	Country	140 Pearl St., Ste. 100	Buffalo	Address	City		NY		State		14202		Zip/Postal Code
Deborah E. Kalstek, Paralegal, c/o Hodgson Russ LLP	United States																
Name	Country																
140 Pearl St., Ste. 100	Buffalo																
Address	City																
	NY																
	State																
	14202																
	Zip/Postal Code																

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

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

04/28/2022

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

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

CSAC Acquisition Connecticut 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
- This corporation is publicly traded, the Central Index Key number is:
- 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

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number E22839002022-6
	Filing Number 20222283917
	Filed On 4/27/2022 2:35:00 PM
	Number of Pages 2

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: Charitable Solicitation Information - check 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 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.****



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, OR EQUIVALENT OF: Title:

Name Country

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 

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.

Title Date

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 **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.



Certificate
Number: B202204282621376
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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

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. CEGAVSKE
Secretary of State

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

02/11/2021

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

Indexed Entity Information:

Entity ID: E12308712021-3 **Entity Name:** CSAC Acquisition FL 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,

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

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number E12308712021-3
	Filing Number 20211230870
	Filed On 2/10/2021 1:55:00 PM
	Number of Pages 2

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Profit Corporation

NRS 78 - Articles of Incorporation Domestic Corporation NRS 80 - Foreign Corporation NRS 89 - Articles of Incorporation Professional Corporation

78A Formation - Close Corporation

(Name of Close Corporation MUST appear in the below heading)

Articles of Formation of _____ a close corporation (NRS 78A)

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

1. Name of Entity:
 (If foreign, name in home jurisdiction)

CSAC Acquisition FL Corp.

2. Registered Agent for Service of Process: (Check only one box)

Commercial Registered Agent: (name only below) Noncommercial Registered Agent (name and address below) Office or Position with Entity (title and address below)

Corporate Creations Network Inc.
 Name of Registered Agent OR Title of Office or Position with Entity
 8275 South Eastern Avenue #200 Las Vegas Nevada 89123
 Street Address City State Zip Code
 Mailing Address (if different from street address) City State Zip Code

2a. Certificate of 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 *[Signature]* Nicholas Nichols, Special Secretary 2/10/2021
 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date

3. Governing Board:
 (NRS 78A, close corporation only, check one box; if yes, complete article 4 below)

This corporation is a close corporation operating with a board of directors Yes OR No

4. Names and Addresses of the Board of Directors/ Trustees or Stockholders

(NRS 78: Board of Directors/ Trustees is required.
 NRS 78a: Required if the Close Corporation is governed by a board of directors.
 NRS 89: Required to have the Original stockholders and directors. A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing. See instructions)

1) Sheri Cholodofsky United States
 Name Country
 1870 N CR 225 Gainesville FL 32609
 Street Address City State Zip/Postal Code

2) _____
 Name Country
 Street Address City State Zip/Postal Code

3) _____
 Name Country
 Street Address City State Zip/Postal Code

5. Jurisdiction of Incorporation: (NRS 80only)

5a. Jurisdiction of incorporation: _____
 5b. I declare this entity is in good standing in the jurisdiction of its incorporation.

This form must be accompanied by appropriate fees.



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 Secretary of State
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**Formation -
 Profit Corporation**
 Continued, Page 2

6. Benefit Corporation: <small>(For NRS 78, NRS 78A, and NRS 89, optional. See instructions.)</small>	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 general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the below purpose field.	Yes <input type="checkbox"/>
---	--	---------------------------------

7. Purpose/Profession to be practiced: <small>(Required for NRS 80, NRS 89 and any entity selecting Benefit Corporation. See instructions.)</small>	
---	--

8. Authorized Shares: <small>(Number of shares corporation is authorized to issue)</small>	Number of Authorized shares with Par value: <u>75,000,000</u> Par value: \$ <u>.0001</u> Number of Common shares with Par value: _____ Par value: \$ _____ Number of Preferred shares with Par value: _____ Par value: \$ _____ Number of shares with no par value: _____ If more than one class or series of stock is authorized, please attach the information on an additional sheet of paper.
--	---

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 - Each Organizer/ Incorporator must be a licensed professional.	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. <table style="width: 100%; border: none;"> <tr> <td style="border: 1px solid black; padding: 2px;">Deborah E. Kalstek, Incorporator</td> <td style="border: 1px solid black; padding: 2px;">United States</td> </tr> <tr> <td style="border: none;">Name</td> <td style="border: none;">Country</td> </tr> <tr> <td style="border: none;">140 Pearl St., Ste. 100</td> <td style="border: none;">Buffalo NY 14202</td> </tr> <tr> <td style="border: none;">Address</td> <td style="border: none;">City State Zip/Postal Code</td> </tr> </table> X	Deborah E. Kalstek, Incorporator	United States	Name	Country	140 Pearl St., Ste. 100	Buffalo NY 14202	Address	City State Zip/Postal Code
Deborah E. Kalstek, Incorporator	United States								
Name	Country								
140 Pearl St., Ste. 100	Buffalo NY 14202								
Address	City State Zip/Postal Code								

(attach additional page if necessary)

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

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.

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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State



Certificate
Number: B202102111424111
You may verify this certificate
online at <http://www.nvsos.gov>

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
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2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
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Fax (702) 486-2888

Business Entity - Filing Acknowledgement

02/11/2021

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

Indexed Entity Information:

Entity ID: E12308712021-3 **Entity Name:** CSAC Acquisition FL 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

CSAC Acquisition FL 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):

Corporation

This corporation is publicly traded, the Central Index Key number is:

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number E12308712021-3 Filing Number 20211230892 Filed On 2/10/2021 1:55:00 PM Number of Pages 2
---	---

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 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: Charitable Solicitation Information - check 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 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.****



BARBARA K. CEGAVSKE
Secretary of State
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Carson City, Nevada 89701-4201
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**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: CEO

Sheri Cholodofsky United States
Name Country
18770 N CR 225 Gainsville FL 32609
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.

DocuSigned by:
X Sheri Cholodofsky
192684251103409...

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.

President/CEO 2/9/2021
Title Date

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. CEGAVSKE
Secretary of State

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
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North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
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Telephone (702) 486-2880
Fax (702) 486-2888

Business Entity - Filing Acknowledgement

05/18/2022

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

Indexed Entity Information:

Entity ID: E16015672021-9 **Entity Name:** CSAC Acquisition IL 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,

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 <i>Barbara K. Cegavske</i>	Business Number E16015672021-9
Secretary of State State Of Nevada	Filing Number 2022328074
	Filed On 5/18/2022 8:26:00 AM
	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

1. Entity information:	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="CSAC ACQUISITION IL CORP."/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20212169978"/>
2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1, 2, 3, 5 and 6)	<input checked="" type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> 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: <input type="text"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input checked="" type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> 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: <input type="text" value="100%"/> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) <input type="text"/> * 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.

This form must be accompanied by appropriate fees.



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
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 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 corporations only) Changes to takes the following effect:

- 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.
- Articles have been deleted.
- Other.

The articles have been amended as follows: (provide article numbers, if available)

 (attach additional page(s) if necessary)

6. Signature: (Required)

X Title
 Signature of Officer or Authorized Signer

X _____ Title
 Signature of Officer or Authorized Signer

*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.

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

See attached Amended and Restated Articles of Incorporation

**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.

1.2 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. 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**”).

1.6 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

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.

2

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, plus (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, 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.

“**Constituting 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.

“**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 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.

“**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 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.

8

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 (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.

9

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 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 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.

10

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, 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 Constatng 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 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 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.

11

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.

6.2 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 Constatng 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 Constatting 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.

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. 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.

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 Constatting 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.

15

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 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.

16

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
 - (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.

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

**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 (3rd) 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

- (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 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.

2.4 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 in satisfaction of such solvency requirements and in compliance with such applicable law.

22

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 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 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; plus (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

23

- (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

24

- (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 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,

- (a) subdivides, redivides or changes the then outstanding Parent Subordinate Voting Shares into a greater number of Parent Subordinate Voting Shares;

25

- (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.

26

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.

27

EXHIBIT A

RETRACTION REQUEST

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 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 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(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: _____
 Name of Person in Whose Name Securities or Check(s) to be Registered, Issued or Delivered (please print): _____
 Street Address or P.O. Box: _____
 Signature of Shareholder: _____
 City, Province/State and Postal/Zip Code: _____
 Signature Guaranteed 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.

the facts herein stated are true, this May 17, 2022.

CSAC ACQUISITION IL CORP.

By: /s/ Jonathan Sandelman

Name: Jonathan Sandelman

Its: President

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

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
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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
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Business Entity - Filing Acknowledgement

11/18/2021

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

Indexed Entity Information:

Entity ID: E19013142021-7 **Entity Name:** CSAC Acquisition IL 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,

BARBARA K. CEGAVSKE
Secretary of State

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
Deputy Secretary for
Commercial Recordings

STATE OF NEVADA



OFFICE OF THE
SECRETARY OF STATE

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North Las Vegas City Hall
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North Las Vegas, NV 89030
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Business Entity - Filing Acknowledgement

11/18/2021

Work Order Item Number: W2021111800272-1723748
Filing Number: 20211901381
Filing Type: Initial List
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Indexed Entity Information:

Entity ID: E19013142021-7
Entity Name: CSAC Acquisition IL 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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) 684-6708
 Website: www.nvsos.gov
www.nvaliverflume.gov

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number	E19013142021-7
	Filing Number	20211901313
	Filed On	11/18/2021 8:27:00 AM
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ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Profit Corporation

NRS 78 - Articles of Incorporation Domestic Corporation NRS 80 - Foreign Corporation NRS 89 - Articles of Incorporation Professional Corporation

78A Formation - Close Corporation

(Name of Close Corporation MUST appear in the below heading)

Articles of Formation of _____ a close corporation (NRS 78A)

TYPE OR PRINT - USE DARK INK 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 box)

Commercial Registered Agent:(name only below) Noncommercial Registered Agent (name and address below) Office or Position with Entity (title and address below)

Corporate Creations Network Inc.

Name of Registered Agent OR Title of Office or Position with Entity

_____ Nevada _____

Street Address _____ City _____ Zip Code _____

_____ 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 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 *Nicholas Nichols* Nicholas Nichols, Special Secretary 11/18/2021
 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date

3. Governing Board:
(NRS 78A, close corporation only, check one box; if yes, complete article 4 below)

This corporation is a close corporation operating with a board of directors Yes No

4. Names and Addresses of the Board of Directors/ Trustees or Stockholders

(NRS 78: Board of Directors/ Trustees is required.)

NRS 78a: Required if the Close Corporation is governed by a board of directors.

NRS 89: Required to have the Original stockholders and directors. A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing. See instructions)

1) Jonathan Sandelman United States
 Name Country

2601 S. Bayshore Dr. Ste. 900 Miami FL 33133
 Street Address City State Zip/Postal Code

2) Jennifer Drake United States
 Name Country

2601 S. Bayshore Dr. Ste. 900 Miami FL 33133
 Street Address City State Zip/Postal Code

3) Charles Miles United States
 Name Country

2601 S. Bayshore Dr. Ste. 900 Miami FL 33133
 Street Address City State Zip/Postal Code

5. Jurisdiction of Incorporation: (NRS 80 only)

5a. Jurisdiction of incorporation:

5b. I declare this entity is in good standing in the jurisdiction of its incorporation.

This form must be accompanied by appropriate fees.

Page 1 of 2
 Revised: 10/9/2019



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

Formation - Profit Corporation

Continued, Page 2

6. Benefit Corporation: <small>(For NRS 78, NRS 78A, and NRS 89, optional. See instructions.)</small>	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 general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the below purpose field.	Yes <input type="checkbox"/>
7. Purpose/Profession to be practiced: <small>(Required for NRS 80, NRS 89 and any entity selecting Benefit Corporation. See instructions.)</small>		
8. Authorized Shares: <small>(Number of shares corporation is authorized to issue)</small>	Number of Authorized shares with Par value: <u>210,000,000</u> Par value: \$ <u>0.0000010000</u> Number of Common shares with Par value: _____ Par value: \$ _____ Number of Preferred shares with Par value: _____ Par value: \$ _____ Number of shares with no par value: _____ <small>If more than one class or series of stock is authorized, please attach the information on an additional sheet of paper.</small>	
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 - Each Organizer/Incorporator must be a licensed professional.	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. <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;"> Deborah E. Kalstek United States </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <small>Name</small> <u>140 Pearl St. Ste. 100</u> <u>Buffalo</u> </div> <div style="width: 35%;"> <small>Country</small> NY <u>14202</u> </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div style="width: 60%;"> <small>Address</small> <u>X <i>Deborah E. Kalstek</i></u> </div> <div style="width: 35%;"> <small>City</small> <small>State</small> <small>Zip/Postal Code</small> </div> </div> <p style="text-align: right; font-size: small;">(attach additional page if necessary)</p>	

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

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

(SEE CONTINUATION)

**ARTICLES OF INCORPORATION
OF
CSAC ACQUISITION 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

- (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 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, plus (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, 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.

"Constituting 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 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 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 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 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.

3.5 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 Constatng 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 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.

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 Constatting 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 Constatng 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.

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. 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 Constatng 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 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. 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
 - (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.

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 (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 (3rd) 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

- (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 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.

2.4 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 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; plus (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
 - (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 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,

- (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 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 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 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(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: _____

Name of Person in Whose Name Securities or Check(s)
to be Registered, Issued or Delivered (please print): _____

Street Address or P.O. Box: _____

Signature of Shareholder: _____

City, Province/State and Postal/Zip Code: _____

Signature Guaranteed 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
 Website: www.nv.gov
www.nvsilverflume.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):

- Corporation
- This corporation is publicly traded, the Central Index Key number is:
- 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

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number E19013142021-7 Filing Number 20211901381 Filed On 11/18/2021 8:27:00 AM Number of Pages 3
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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 78, 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 78, 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: **Charitable Solicitation Information - check 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 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.**



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-6708
 Website: www.nvsos.gov
www.nvsmallbusiness.gov

**Initial List and State
 Business License
 Application - Continued**

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

CORPORATION, INDICATE THE <u>PRESIDENT</u> , 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 <u>SECRETARY</u> , 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 <u>TREASURER</u> , 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 <u>DIRECTOR</u> :	
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.

X *Deborah P. Kellogg*

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 _____ Date 11/18/21

**INITIAL LIST AND STATE
BUSINESS LICENSE APPLICATION - CONTINUED-**

ADDITIONAL OFFICERS AND DIRECTORS

CORPORATION, INDICATE THE VICE-PRESIDENT, OR EQUIVALENT OF: TITLE: VICE-PRESIDENT

Jennifer Drake US
Name Country

2601 South Bayshore Dr., Ste. 900 Miami, FL 33133
Address City State Zip/Postal Code

CORPORATION, INDICATE THE VICE-PRESIDENT, 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, INDICATE THE DIRECTOR:

Jennifer Drake US
Name Country

2601 South Bayshore Dr., Ste. 900 Miami, FL 33133
Address City State Zip/Postal Code

CORPORATION, INDICATE THE DIRECTOR:

Charles Miles US
Name Country

2601 South Bayshore Dr., Ste. 900 Miami, FL 33133
Address City State Zip/Postal Code

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.

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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State



Certificate
Number: B202111182161743
You may verify this certificate
online at <http://www.nvsos.gov>

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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 11/18/2021.



Certificate Number: B20211182161820

You may verify this certificate
online at <http://www.nvsos.gov>

Barbara K. Cegavske

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

Commercial Recordings Division

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

DEBORAH ELIZABETH KALSTEK
HODGSON RUSS LLP
The Guaranty Bldg. 140 Pearl St., Ste. 100
Buffalo, NY 14202

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 9/2018-9/2019	20180407518-66	9/17/2018 11:28:51 AM	1	\$500.00	\$500.00
Total					\$725.00

Payments

Type	Description	Amount
Credit	120447 5372089279796241403068	\$725.00
Total		\$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



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



040105

Articles of Incorporation
 (PURSUANT TO NRS CHAPTER 78)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20180407517-55 Filing Date and Time 09/17/2018 11:28 AM Entity Number E0436382018-4
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(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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)	<input checked="" type="checkbox"/> Commercial Registered Agent: CORPORATE CREATIONS NETWORK INC. Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value: 75000 Par value per share: \$ 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. NEW YORK NY 10022 Street Address City State Zip Code 2) KAMALDEEP THINDALL Name 590 MADISON AVE., 26TH FL. NEW YORK NY 10022 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 Corporation: (see instructions)	<input type="checkbox"/> 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 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. DEBORAH KALSTEK-SEE ATTACHED <input checked="" type="checkbox"/> DEBORAH KALSTEK Name Incorporator Signature HODGSON RUSS LLP, 140 PEARL ST., STE. BUFFALO NY 14202 Address City State Zip Code
8. Certificate of Acceptance of Appointment of Registered Agent:	<i>I hereby accept appointment as Registered Agent for the above named Entity.</i> <input checked="" type="checkbox"/> 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:	NOT APPLICABLE
MAILING ADDRESS:	NOT APPLICABLE

ADDITIONAL DIRECTORS/TRUSTEES
JONATHAN 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

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.

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

(PROFIT) INITIAL/ANNUAL LIST OF OFFICERS, DIRECTORS AND STATE BUSINESS LICENSE APPLICATION OF:

ENTITY NUMBER

CSAC ACQUISITION INC.

E0436382018-4

NAME OF CORPORATION

FOR THE FILING PERIOD OF TO



100103

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 officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An **Officer** must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
- If 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 current total authorized stock as explained in the Annual List Fee Schedule For Profit Corporations. 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.
- State business license fee is \$500.00/\$200.00 for Professional Corporations filed pursuant to NRS Chapter 89. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- 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.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- 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.

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20180407518-66
	Filing Date and Time 09/17/2018 11:28 AM
	Entity Number E0436382018-4

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

CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN BOX BELOW

- Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code: **NRS 76.020 Exemption Codes**
- NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.**
- This corporation is a publicly traded corporation. The Central Index Key number is:
- This publicly traded corporation is not required to have a Central Index Key number.

NAME JONATHAN SANDELMAN	TITLE(S) PRESIDENT (OR EQUIVALENT OF)
ADDRESS 590 MADISON AVE., 26TH FL.	CITY STATE ZIP CODE NEW YORK NY 10022
NAME JONATHAN SANDELMAN	TITLE(S) SECRETARY (OR EQUIVALENT OF)
ADDRESS 590 MADISON AVE., 26TH FL.	CITY STATE ZIP CODE NEW YORK NY 10022
NAME MARK SMITH	TITLE(S) TREASURER (OR EQUIVALENT OF)
ADDRESS 590 MADISON AVE., 26TH FL.	CITY STATE ZIP CODE NEW YORK NY 10022
NAME CHARLIE MILES	TITLE(S) DIRECTOR
ADDRESS 590 MADISON AVE., 26TH FL.	CITY STATE ZIP CODE NEW YORK NY 10022

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
Signature of Officer or Other Authorized Signature

Title Date

Nevada Secretary of State List Profit
Form: 100103 Revised: 7-1-17

(PROFIT) INITIAL/ANNUAL LIST OF OFFICERS AND DIRECTORS OF:

ENTITY NUMBER

CSAC ACQUISITION INC.

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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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

Barbara K. Cegavske

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.**



090204



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 <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number	20190182114-29
	Filing Date and Time	04/26/2019 12:51 PM
	Entity Number	E0436382018-4

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**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:

CSAC Acquisition Inc.

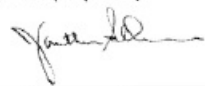
2. The articles have been amended as follows: (provide article numbers, if available)

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.
 [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:

4. Effective date and time of filing: (optional) Date: Time:
 (must not be later than 90 days after the certificate is filed)

5. Signature: (required)



 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 Amend Profit-After Revised: 1-5-15

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.

“**Constituting Documents**” means the articles of incorporation and bylaws of the Corporation, as amended from time to time.

- 2 -

“**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

- 3 -

- (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 Section 13.3. 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.

- 4 -

“**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 Article 6, 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 October 17, 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 Article 8, 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.

- 5 -

“**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 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 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; 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”, “Section” or “Subsection” followed by a number and/or a letter refer to the specified Article, Section or 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, Section or other portion hereof and include any agreement or instrument supplementary or ancillary hereto.

- 6 -

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 Section 3.5) 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 Section 3.5) 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.

- 7 -

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 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, Section 3.1(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 thereof by the Corporation to each holder of an Exchangeable Share shall satisfy the 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 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 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 Section 3.1, 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.

- 8 -

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 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 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 Constatting 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.

- 9 -

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 Section 13.3. 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, or (ii) have 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, 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 Constatting 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 Article 5. 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 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 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.

- 10 -

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 Article 7, 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 may be reasonably required to effect a transfer of Exchangeable Shares under applicable law and the Constatting 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 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

- 11 -

- (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 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 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 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 Exchangeable Share, less any amounts on account of tax properly withheld in 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 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 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 deemed by giving the Retraction Request to require CSAC to purchase such 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.

- 12 -

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.

- 13 -

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 Constatng 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 Article 5. 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 delivered to a holder for such 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 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 shall thereafter be considered and deemed for all purposes to be holders of the CSAC 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 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.

- 14 -

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 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 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 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 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 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 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 Section 3.1(a) or receive dividends of CSAC Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire CSAC Subordinate Voting Shares) or have their Exchangeable Shares adjusted pursuant to Section 3.1(b);

- 15 -

- (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 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 Article 12 shall not be changed without the approval of the holders of the Exchangeable Shares given in accordance with Section 11.2.

- 16 -

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.

13.3 Withholding Rights. Each of the Corporation, CSAC and their Affiliates shall be entitled to deduct and withhold from any dividend or other amount otherwise 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 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 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.

- 17 -

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 (3rd) 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 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 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 (3rd) 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.

- 18 -

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

1.1 The defined terms and other provisions in Article 1 of Part I of these share terms 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 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 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, Section 2.1(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 or transfer thereof by the Corporation to each holder of a Common Share shall satisfy the dividend or distribution represented thereby. No holder of a Common 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 Common Shares entitled to receive payment of, and the payment date for, any dividend or distribution declared on the Common Shares under Section 2.1 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.

- 20 -

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 Section 6.1 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 Section 4.1 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 Section 6.1 of Part I of these share terms.

- 21 -

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 Section 2.1(a) or receive dividends of CSAC Subordinate Voting Shares (or securities exchangeable for or convertible into or carrying rights to acquire 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 Article 4 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 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 Common Shares under Section 2.1 of Part II 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 Article 7 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
_____ 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 20th 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 Article 5 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 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 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:

- 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 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 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 Certificate, 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:

Name of Person in Whose Name Securities or Check(s) are to be Registered, Issued or Delivered (please print):

Street Address or P.O. Box:

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*



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

Savanah Kelley
 801 US HIGHWAY 1
 North Palm Beach, FL 33408, USA

Work Order #: W2020071403621
 July 14, 2020
 Receipt Version: 1

Special Handling Instructions:

Submitter ID: 226417

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

Type	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

Annual or Amended List and State Business License Application

ANNUAL AMENDED (check one)

List of Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers:

CSAC ACQUISITION INC.

NAME OF ENTITY

NV20181667578

Entity or Nevada Business
Identification Number (NVID)

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
 - This corporation is publicly traded, the Central Index Key number is:
- Nonprofit Corporation (see nonprofit sections below)
- Limited-Liability Company
- Limited Partnership
- Limited-Liability Partnership
- Limited-Liability Limited Partnership
- Business Trust
- Corporation Sole

Filed in the Office of Secretary of State State Of Nevada	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>Business Number</td> <td>E0436382018-4</td> </tr> <tr> <td>Filing Number</td> <td>20211296042</td> </tr> <tr> <td>Filed On</td> <td>03/10/2021 05:57:22 AM</td> </tr> <tr> <td>Number of Pages</td> <td>3</td> </tr> </table>	Business Number	E0436382018-4	Filing Number	20211296042	Filed On	03/10/2021 05:57:22 AM	Number of Pages	3
Business Number	E0436382018-4								
Filing Number	20211296042								
Filed On	03/10/2021 05:57:22 AM								
Number of Pages	3								

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: Charitable Solicitation Information - check 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 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.****



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 <u>PRESIDENT</u> :			
JONATHAN SANDELMAN		USA	
Name		Country	
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>SECRETARY</u> :			
JONATHAN SANDELMAN		USA	
Name		Country	
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>DIRECTOR</u> :			
JONATHAN SANDELMAN		USA	
Name		Country	
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>DIRECTOR</u> :			
CHARLES MILES		USA	
Name		Country	
590 MADISON AVE., 26TH FL.	New York	NY	10022
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>TREASURER</u> :			
JONATHAN SANDELMAN		USA	
Name		Country	
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>DIRECTOR</u> :			
LOUIS KARGER		USA	
Name		Country	
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>DIRECTOR</u> :			
STEVE MENZIES		USA	
Name		Country	
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>DIRECTOR</u> :			

CHRIS BURGGRAEVE		USA	
Name		Country	
590 MADISON AVE., 26TH FL.	NEW YORK	NY	10022
Address	City	State	Zip/Postal Code

CORPORATION, INDICATE THE CEO - CHIEF EXECUTIVE OFFICER:

JONATHAN SANDELMAN		USA	
Name		Country	
520 MADISON AVE., 26TH FL.	NEW YORK	NY	10022
Address	City	State	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 JONATHAN SANDELMAN
 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

President	03/10/2021
Title	Date

UNSIGNED

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: W2020071403621 - 695302
Filing Number: 20200782073
Filing Type: Annual List
Filing Date/Time: 07/14/2020 06:13:51 AM
Filing Page(s): 3

Indexed Entity Information:

Entity ID: E0436382018-4

Entity Name: CSAC ACQUISITION INC.

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,

A handwritten signature in cursive script that reads "Barbara K. Cegavske".

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.

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. CEGAVSKE
Secretary of State



Certificate Number: B20200714923143

You may verify this certificate
online at <http://www.nvsos.gov>

SECRETARY OF STATE



CORPORATE CHARTER

I, Barbara K. Cegavske, the duly elected and qualified Nevada Secretary of State, do hereby certify that **CSAC ACQUISITION MA CORP.**, did on January 15, 2019, 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.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on January 15, 2019.

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

Certified By: Electronic Filing
Certificate Number: C20190115-1005



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



040105

Articles of Incorporation
 (PURSUANT TO NRS CHAPTER 78)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20190018897-15
	Filing Date and Time 01/15/2019 11:09 AM
	Entity Number E0020562019-5

(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	CSAC ACQUISITION MA CORP.		
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: CORPORATE CREATIONS NETWORK INC. Name		
	<input type="checkbox"/> Noncommercial Registered Agent OR <input type="checkbox"/> Office or Position with Entity (name and address below)		
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity		
	Street Address City Nevada Zip Code		
	Mailing Address (if different from street address) City Nevada Zip Code		
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value: 75000	Par value per share: \$ 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	NEW YORK City	NY 10022 State Zip Code
	2) KAMALDEEP THINDAL Name		
	590 MADISON AVE., 26TH FL. Street Address	NEW YORK City	NY 10022 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 Corporation: (see instructions) <input type="checkbox"/> 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 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.		
	DEBORAH KALSTEK-SEE ATTACHED Name	<input checked="" type="checkbox"/> DEBORAH KALSTEK Incorporator Signature	
	HODGSON RUSS LLP, 140 PEARL ST., STE. Address	BUFFALO City	NY 14202 State Zip Code
8. Certificate of Acceptance of Appointment of Registered Agent:	<i>I hereby accept appointment as Registered Agent for the above named Entity.</i>		
	<input checked="" type="checkbox"/> CORPORATE CREATIONS NETWORK INC. Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity	1/15/2019 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 MA CORP.
FOREIGN NAME TRANSLATION:	NOT APPLICABLE
PURPOSE:	ANY LEGAL PURPOSE

REGISTERED AGENT NAME:	CORPORATE CREATIONS NETWORK INC.
STREET ADDRESS:	NOT APPLICABLE
MAILING ADDRESS:	NOT APPLICABLE

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

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) 684-7138
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

02/08/2022

Work Order Item Number: W2022020701879-1898780
Filing Number: 20222085983
Filing Type: Amended and Restated Articles
Filing Date/Time: 2/7/2022 10:48:00 AM
Filing Page(s): 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,

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

CLERK OF THE OFFICE OF <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	BUSINESS ENTITY
	E16990082021-0
	Filing Number
	20222085983
	Filed On
2/7/2022 10:48:00 AM	
Number of Pages	
32	

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: <input type="text" value="CSAC Acquisition MA II Corp."/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20212209498"/>
2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1, 2, 3, 5 and 6)	<input checked="" type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> 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: <input type="text"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input checked="" type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued. <input checked="" type="checkbox"/> 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: <input type="text" value="100%"/> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) <input type="text"/> * 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.

This form must be accompanied by appropriate fees.



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 corporations only)

Changes to takes the following effect:

- 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.
- Articles have been deleted.
- Other.

The articles have been amended as follows: (provide article numbers, if available)

(attach additional page(s) if necessary)

6. Signature: (Required)

X Jonathan Sandelman
 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 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.

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

See attached Amended and Restated Articles of Incorporation.

**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

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.

2

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:

(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.

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.

“**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.

“**Constituting 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.

“**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.

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 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 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

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

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 Constatng 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 registered on an uncertificated basis in the direct registration system ("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.

10

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 Constatng 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. Concurrently with such Class B Shareholder ceasing to be a holder of 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.

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 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 Constatng 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;

11

- (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 Shareholders shall be issued 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 in 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 Shareholder ceasing to be a holder of 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.

12

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 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 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**").

13

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 Constatting 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 Shareholder ceasing to be a holder of 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.

14

**ARTICLE 9
PURCHASE FOR CANCELLATION**

9.1 Purchase for Cancellation. Subject to applicable law and at the option of the Class B Shareholders, 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 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, 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 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 Class B Shareholders 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 Class B Shareholders holding not less than two-thirds of the voting power of the Class B Shares then outstanding.

15

**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) 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 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 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.

16

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.

13.3 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 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.

17

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 [Article 11](#) 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.

18

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 (3rd) 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 (3rd) 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.

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 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 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 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 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; plus (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

22

- (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 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

23

- (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 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 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

24

- (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.

25

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.

26

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
- _____ 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 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 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 Parent 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 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) _____

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 Certificate (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: _____

Name of Person in Whose Name Securities or Check(s) to be Registered, Issued or Delivered (please print): _____

Street Address or P.O. Box: _____

Signature of Shareholder: _____

City, Province/State and Postal/Zip Code: _____

Signature Guaranteed 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: /s/ Jonathan Sandelman
Name: Jonathan Sandelman
Its: President

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

BARBARA K. CEGAVSKE
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

KIMBERLEY PERONDI
Deputy Secretary for
Commercial Recordings

**OFFICE OF THE
SECRETARY OF STATE**

Business Entity - Filing Acknowledgement

09/14/2021

Work Order Item Number: W2021091401179-1584552
Filing Number: 20211750416
Filing Type: Amended and Restated Articles
Filing Date/Time: 9/14/2021 12:57:00 PM
Filing Page(s): 32

Indexed Entity Information:

Entity ID: E11987602021-5 **Entity Name:** CSAC Acquisition NJ 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,

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

FILED IN THE OFFICE OF	SECRETARY OF STATE
<i>Barbara K. Cegavske</i>	E11987602021-5
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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: <input type="text" value="CSAC Acquisition NJ Corp."/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20212002011"/>
2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1, 2, 3, 5 and 6)	<input checked="" type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> 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: <input type="text"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input checked="" type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> 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: <input type="text" value="100%"/> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ * 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.

This form must be accompanied by appropriate fees.



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

Profit Corporation:
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Certificate to Accompany Restated Articles or Amended and
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4. Effective Date and Time: (Optional)	Date: <input type="text"/> Time: <input type="text"/> (must not be later than 90 days after the certificate is filed)												
5. Information Being Changed: (Domestic corporations only)	Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) <input type="checkbox"/> The purpose of the entity has been amended. <input checked="" type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> The directors, managers or general partners have been amended. <input type="checkbox"/> IRS tax language has been added. <input type="checkbox"/> Articles have been added. <input type="checkbox"/> Articles have been deleted. <input type="checkbox"/> Other. The articles have been amended as follows: (provide article numbers, if available) (attach additional page(s) if necessary)												
6. Signature: (Required)	<table border="0"> <tr> <td>X</td> <td></td> <td><input type="text" value="Jonathan Sandelman, President"/></td> </tr> <tr> <td></td> <td>Signature of Officer or Authorized Signer</td> <td>Title</td> </tr> <tr> <td>X</td> <td><input type="text"/></td> <td><input type="text"/></td> </tr> <tr> <td></td> <td>Signature of Officer or Authorized Signer</td> <td>Title</td> </tr> </table> <p>*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.</p>	X		<input type="text" value="Jonathan Sandelman, President"/>		Signature of Officer or Authorized Signer	Title	X	<input type="text"/>	<input type="text"/>		Signature of Officer or Authorized Signer	Title
X		<input type="text" value="Jonathan Sandelman, President"/>											
	Signature of Officer or Authorized Signer	Title											
X	<input type="text"/>	<input type="text"/>											
	Signature of Officer or Authorized Signer	Title											
<p align="center">Please include any required or optional information in space below: (attach additional page(s) if necessary)</p>													
<p>See attached Amended and Restated Articles of Incorporation.</p>													

This form must be accompanied by appropriate fees.

**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").

1

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.

2

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

3

- (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 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, 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 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.

“**Constituting 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 the Limited Voting Shares (as defined in the MIC), and any such other securities into which such shares may be converted or exchanged.

6

“**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.

7

“**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;

8

(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 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 Sections 3.1(a) and 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 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 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 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.

9

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 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 Constatng 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 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.

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 under applicable law and the Constatng 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.

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 Constatng 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, 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 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 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 Constatng 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.

15

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.

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

16

- (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 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 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;

17

(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 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.

18

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 (3rd) 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.

19

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

20

- (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 Sections 2.1(a) and 2.1(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 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.

21

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.

22

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 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 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 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; plus (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, 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.

23

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) 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 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.

24

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.

25

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.

26

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
- _____ 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 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 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(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 Certificate, 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: _____

Name of Person in Whose Name Securities or Check(s)
to be Registered, Issued or Delivered (please print): _____

Street Address or P.O. Box: _____

Signature of Shareholder: _____

City, Province/State and Postal/Zip Code: _____

Signature Guaranteed 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 September 13, 2021.

CSAC ACQUISITION NJ CORP.

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

[Amended and Restated Articles of Incorporation of CSAC Acquisition NJ Corp]

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

06/28/2021

Work Order Item Number: W2021062801072-1420781
Filing Number: 20211564418
Filing Type: Articles of Incorporation-For-Profit
Filing Date/Time: 6/28/2021 9:55:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E15644192021-7 **Entity Name:** CSAC Acquisition NV 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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
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 indicating that the corporation is organized as a benefit corporation pursuant to NRS Chapter 78B with a purpose of creating a general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the below purpose field.

Yes

7. Purpose/Profession to be practiced:
 (Required for NRS 80, NRS 89 and any entity selecting Benefit Corporation. See instructions.)

8. Authorized Shares:
 (Number of shares corporation is authorized to issue)

Number of Authorized shares with Par value: 5,000 Par value: \$ 0.000001
 Number of Common shares with Par value: _____ Par value: \$ _____
 Number of Preferred shares with Par value: _____ Par value: \$ _____
 Number of shares with no par value: _____

If more than one class or series of stock is authorized, please attach the information on an additional sheet of paper.

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 - Each Organizer/Incorporator must be a licensed professional.

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.

Deborah E. Kalstek, Paralegal US
 Name Country
c/o Hodgson Russ LLP, 140 Pearl St., Ste. 100 Buffalo NY 14202
 Address State Zip/Postal Code
X Deborah E. Kalstek City
 (attach additional page if necessary)

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

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.

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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State



Certificate
Number: B202106281787162
You may verify this certificate
online at <http://www.nvsos.gov>

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

06/28/2021

Work Order Item Number: W2021062801072-1420782
Filing Number: 20211564442
Filing Type: Initial List
Filing Date/Time: 6/28/2021 9:55:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E15644192021-7 **Entity Name:** CSAC Acquisition NV 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

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.

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)

Limited-Liability Company

Limited Partnership

Limited-Liability Partnership

Limited-Liability Limited Partnership (if formed at the same time as the Limited Partnership)

Business Trust

Filed in the Office of	Business Number
<i>Barbara K. Cegavske</i>	E15644192021-7
Secretary of State	Filing Number
State Of Nevada	20211564442
	Filed On
	6/28/2021 9:55:00 AM
	Number of Pages
	2

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: Charitable Solicitation Information - check 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 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.****



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, OR EQUIVALENT OF: Title:

Name Country

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

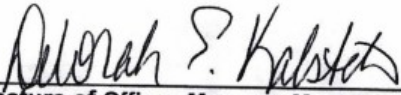
CORPORATION, INDICATE THE DIRECTOR:

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 
 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.

Title Date

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. Cegavske

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

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



SERVICE OF PROCESS ADDRESS : C/O CORPORATE CREATIONS NETWORK INC.
600 MAMARONECK AVENUE #400,
HARRISON, NY, 10528, USA

**ELECTRONIC SERVICE OF PROCESS
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 : <http://ecorp.dos.ny.gov>

AUTHENTICATION NUMBER : 100004424396

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.

Brendan C. Hughes

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 <http://ecorp.dos.ny.gov>

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:

1. 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.
2. 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.

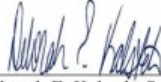
FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him or her is c/o Corporate Creations Network 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 28th 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

NYS Data Room
www.nysdataroom.com
Enigma Analytics
11/16/2023 3:46:08 PM
For Professional Eyes Only. Confidential. Subject to Confidentiality Agreement

088209.00000 Business 24387596v1

Filed with the NYS Department of State on 10/02/2023
Filing Number: 231003003371 DOS ID: 7148985

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

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
 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E9996672020-9
Secretary of State State Of Nevada	Filing Number 20201123093
	Filed On 12/28/2020 7:21:00 AM
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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: <input type="text" value="CSAC Acquisition PA Corp."/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="E9996672020-9"/>
2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1, 2, 3, 5 and 6)	<input checked="" type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> 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: <input type="text"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input checked="" type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> 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: <input type="text" value="100%"/> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) <input type="text"/> * 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.

This form must be accompanied by appropriate fees.



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

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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 corporations only)

Changes to takes the following effect:

- 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.
- Articles have been deleted.
- Other.

The articles have been amended as follows: (provide article numbers, if available)

(attach additional page(s) if necessary)

6. Signature: (Required)

X Title
 Signature of Officer or Authorized Signer

X _____ Title
 Signature of Officer or Authorized Signer

*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.

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

**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.

1.2 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 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, \$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

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 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.

1.8 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.

2

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

3

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

4

“**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.

“**Constituting 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.

5

“**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 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 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.

“**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 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:

(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;

8

(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 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 distributions described in Sections 3.1(a) and 3.1(c), from and after the Dividend Effective Date, and in no such event shall be applied to confer a benefit on any 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 Declaration Date falls on or after the Dividend Effective Date.

9

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.

3.5Determination 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.

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 Constatng 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 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.

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 under applicable law and the Constatng 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.

6.3Rights 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 Constatng 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;

12

- (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 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.

13

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 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

14

- (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 Constatng 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.

15

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.

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

16

- (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 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, 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;

17

- (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.

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 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.

18

ARTICLE 14 NOTICES

14.1Any 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 (3rd) 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.

ARTICLE 2 DIVIDENDS

2.1A 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 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
- (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.

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 Section 2.1(b), from and after the Closing Date, and (B) with respect to dividends and other distributions described in Sections 2.1(a) and 2.1(c), from and after the Dividend Effective Date, and in no such event shall be applied to confer a benefit on any other Person, 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.

2.2 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 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 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.

2.3Record 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.

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 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 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 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; plus (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 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, 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

5.1Except 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 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, 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.

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
- _____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 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 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(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 Certificate, 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: _____

Name of Person in Whose Name Securities or Check(s) to be Registered, Issued or Delivered (please print): _____

Street Address or P.O. Box: _____

Signature of Shareholder: _____

City, Province/State and Postal/Zip Code: _____

Signature Guaranteed 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 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 <http://www.nvsos.gov>

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. CEGAVSKE
Secretary of State

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

09/02/2021

Work Order Item Number: W2021090201578-1562417
Filing Number: 20211725874
Filing Type: Articles of Incorporation-For-Profit
Filing Date/Time: 9/2/2021 8:23:00 AM
Filing Page(s): 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Secretary of State

Page 1 of 1

Commercial Recording Division
202 N. Carson Street



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

Filed in the Office of <i>Barbara K. Cegauske</i>	Business Number E17258752021-9
Secretary of State State Of Nevada	Filing Number 20211725874
	Filed On 9/2/2021 8:23:00 AM
	Number of Pages 2

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Profit Corporation

NRS 78 - Articles of Incorporation Domestic Corporation NRS 80 - Foreign Corporation NRS 89 - Articles of Incorporation Professional Corporation

78A Formation - Close Corporation

(Name of Close Corporation MUST appear in the below heading)

Articles of Formation of _____ a close corporation (NRS 78A)

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

1. Name of Entity: <small>(If foreign, name in home jurisdiction)</small>	CSAC Acquisition PA II Corp.																								
2. Registered Agent for Service of Process: <small>(Check only one box)</small>	<input checked="" type="checkbox"/> Commercial Registered Agent:(name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below) Corporate Creations Network Inc. Name of Registered Agent OR Title of Office or Position with Entity <div style="display: flex; justify-content: space-between;"> Street Address City Nevada Zip Code </div> <div style="display: flex; justify-content: space-between;"> Mailing Address (if different from street address) City Nevada Zip Code </div>																								
2a. Certificate of Acceptance of Appointment of Registered Agent:	<i>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.</i> X Nicholas Nichols, Special Secretary 9/2/2021 <small>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date</small>																								
3. Governing Board: <small>(NRS 78A, close corporation only, check one box; if yes, complete article 4 below)</small>	This corporation is a close corporation operating with a board of directors <input type="checkbox"/> Yes <input checked="" type="checkbox"/> OR <input type="checkbox"/> No																								
4. Names and Addresses of the Board of Directors/ Trustees or Stockholders <small>(NRS 78: Board of Directors/ Trustees is required. NRS 78a: Required if the Close Corporation is governed by a board of directors. NRS 89: Required to have the Original stockholders and directors. A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing. See instructions)</small>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">1) Jonathan Sandelman</td> <td style="width: 40%;">US</td> </tr> <tr> <td>Name</td> <td>Country</td> </tr> <tr> <td>2601 South Bayshore Drive, Suite 900</td> <td></td> </tr> <tr> <td>Street Address</td> <td>City State Zip/Postal Code</td> </tr> <tr> <td>Miami</td> <td>FL 33133</td> </tr> <tr> <td>City</td> <td>State Zip/Postal Code</td> </tr> <tr> <td>2)</td> <td></td> </tr> <tr> <td>Name</td> <td>Country</td> </tr> <tr> <td>Street Address</td> <td>City State Zip/Postal Code</td> </tr> <tr> <td>3)</td> <td></td> </tr> <tr> <td>Name</td> <td>Country</td> </tr> <tr> <td>Street Address</td> <td>City State Zip/Postal Code</td> </tr> </table>	1) Jonathan Sandelman	US	Name	Country	2601 South Bayshore Drive, Suite 900		Street Address	City State Zip/Postal Code	Miami	FL 33133	City	State Zip/Postal Code	2)		Name	Country	Street Address	City State Zip/Postal Code	3)		Name	Country	Street Address	City State Zip/Postal Code
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Name	Country																								
Street Address	City State Zip/Postal Code																								
3)																									
Name	Country																								
Street Address	City State Zip/Postal Code																								
5. Jurisdiction of Incorporation: (NRS 80 only)	5a. Jurisdiction of incorporation: 5b. I declare this entity is in good standing in the jurisdiction of its incorporation. <input type="checkbox"/>																								

This form must be accompanied by appropriate fees.



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

**Formation -
 Profit Corporation**
 Continued, Page 2

6. Benefit Corporation: <small>(For NRS 78, NRS 78A, and NRS 89, optional. See instructions.)</small>	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 general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the below purpose field. <div style="float: right;"> Yes <input type="checkbox"/> </div>									
7. Purpose/Profession to be practiced: <small>(Required for NRS 80, NRS 89 and any entity selecting Benefit Corporation. See instructions.)</small>										
8. Authorized Shares: <small>(Number of shares corporation is authorized to issue)</small>	<table border="0"> <tr> <td>Number of Authorized shares with Par value: 75,000</td> <td>Par value: \$ 0.00010</td> </tr> <tr> <td>Number of Common shares with Par value:</td> <td>Par value: \$</td> </tr> <tr> <td>Number of Preferred shares with Par value:</td> <td>Par value: \$</td> </tr> <tr> <td>Number of shares with no par value:</td> <td></td> </tr> </table> <p><small>If more than one class or series of stock is authorized, please attach the information on an additional sheet of paper.</small></p>	Number of Authorized shares with Par value: 75,000	Par value: \$ 0.00010	Number of Common shares with Par value:	Par value: \$	Number of Preferred shares with Par value:	Par value: \$	Number of shares with no par value:		
Number of Authorized shares with Par value: 75,000	Par value: \$ 0.00010									
Number of Common shares with Par value:	Par value: \$									
Number of Preferred shares with Par value:	Par value: \$									
Number of shares with no par value:										
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 - Each Organizer/Incorporator must be a licensed professional.	<p>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.</p> <p>Meredith A. McCarthy, Paralegal, c/o Hodgson Russ LLP US</p> <table border="0"> <tr> <td>Name</td> <td colspan="2">Country</td> </tr> <tr> <td>677 Broadway, Suite 301</td> <td>Albany</td> <td>NY 12207</td> </tr> <tr> <td>Address</td> <td>City</td> <td>State Zip/Postal Code</td> </tr> </table> <p>X <u>Meredith A. McCarthy</u> <small>(attach additional page if necessary)</small></p>	Name	Country		677 Broadway, Suite 301	Albany	NY 12207	Address	City	State Zip/Postal Code
Name	Country									
677 Broadway, Suite 301	Albany	NY 12207								
Address	City	State Zip/Postal Code								

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

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 <https://window.state.tx.us/taxinfo/franchise/index.html>.

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

Come visit us on the internet at <https://www.sos.texas.gov/>

Phone: (512) 463-5555
Prepared by: Annie Cooper

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

Jane Nelson
Secretary of State



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



/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)**

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555

Filing Fee: \$300



This space reserved for office use.

**Certificate of Formation
For-Profit Corporation**

Article 1 – Entity Name and Type

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:

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
-------------------	-------------	------------------	---------------	--

C. The business address of the registered agent and the registered office address is:

5444 Westheimer #1000,	Houston	TX	77056	
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	

Article 3 – Directors

(A minimum of 1 director is required.)

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				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
Jonathan		Sandelman		
2601 South Bayshore Dr., Ste. 900	Miami	FL	33133	USA
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

Director 2					
Charlie		Miles			
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>			<i>Suffix</i>
2601 South Bayshore Dr., Ste. 900	Miami	FL	33133	USA	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>	

Director 3					
Paul		Fisher			
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>			<i>Suffix</i>
2601 South Bayshore Dr., Ste. 900	Miami	FL	33133	USA	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>	

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

A. The par value of each of the authorized shares is: \$.0001

OR

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
<i>Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

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

Effectiveness of Filing (Select either A, B, or C.)

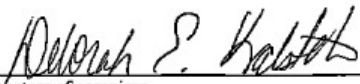
- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th 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



Signature of organizer
Deborah E. Kalstek

Printed or typed name of organizer

STATE OF NEVADA

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 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

DEBORAH ELIZABETH KALSTEK
HODGSON RUSS LLP
The Guaranty Bldg. 140 Pearl St., Ste. 100
Buffalo, NY 14202

Job:C20180912-0281
September 12, 2018

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

Type	Description	Amount
Credit	267502 5367672385026724003086	\$725.00
Total		\$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



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



040105

Articles of Incorporation
 (PURSUANT TO NRS CHAPTER 78)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20180401481-09 Filing Date and Time 09/12/2018 8:47 AM Entity Number E0428382018-4
--	--

(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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)	<input checked="" type="checkbox"/> Commercial Registered Agent: CORPORATE CREATIONS NETWORK INC. Name		
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)		
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity		
	Street Address City Zip Code 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: 75000	Par value per share: \$ 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	NEW YORK City	NY 10022 State Zip Code
	2) KAMALDEEP THINDALL Name		
	590 MADISON AVE., 26TH FL. Street Address	NEW YORK City	NY 10022 State Zip Code
5. Purpose: (optional; required only if Benefit Corporation status selected)	<i>The purpose of the corporation shall be:</i> ANY LEGAL PURPOSE		6. Benefit Corporation: (see instructions) <input type="checkbox"/> 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 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.		
	DEBORAH KALSTEK-SEE ATTACHED Name	<input checked="" type="checkbox"/> DEBORAH KALSTEK Incorporator Signature	
	HODGSON RUSS LLP, 140 PEARL ST., ST Address	BUFFALO City	NY 14202 State Zip Code
8. Certificate of Acceptance of Appointment of Registered Agent:	<i>I hereby accept appointment as Registered Agent for the above named Entity.</i>		
	<input checked="" type="checkbox"/> CORPORATE CREATIONS NETWORK INC. Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity	9/12/2018 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 HOLDINGS INC.
FOREIGN NAME TRANSLATION:	NOT APPLICABLE
PURPOSE:	ANY LEGAL PURPOSE

REGISTERED AGENT NAME:	CORPORATE CREATIONS NETWORK INC.
STREET ADDRESS:	NOT APPLICABLE
MAILING ADDRESS:	NOT APPLICABLE

ADDITIONAL DIRECTORS/TRUSTEES
JONATHAN 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

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.

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

(PROFIT) INITIAL/ANNUAL LIST OF OFFICERS, DIRECTORS AND STATE BUSINESS LICENSE APPLICATION OF:

ENTITY NUMBER

CSAC HOLDINGS INC.

E0428382018-4

NAME OF CORPORATION

FOR THE FILING PERIOD OF TO



100103

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 officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An **Officer** must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
- If 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 current total authorized stock as explained in the Annual List Fee Schedule For Profit Corporations. 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.
- State business license fee is \$500.00/\$200.00 for Professional Corporations filed pursuant to NRS Chapter 89. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- 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.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- 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.

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number	20180401482-10
	Filing Date and Time	09/12/2018 8:47 AM
	Entity Number	E0428382018-4

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

CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN BOX BELOW

- Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code: **NRS 76.020 Exemption Codes**
- NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.**
- This corporation is a publicly traded corporation. The Central Index Key number is:
- This publicly traded corporation is not required to have a Central Index Key number.

NAME JONATHAN SANDELMAN	TITLE(S) PRESIDENT (OR EQUIVALENT OF)
ADDRESS 590 MADISON AVE., 26TH FL.	CITY STATE ZIP CODE NEW YORK NY 10022
NAME JONATHAN SANDELMAN	TITLE(S) SECRETARY (OR EQUIVALENT OF)
ADDRESS 590 MADISON AVE., 26TH FL.	CITY STATE ZIP CODE NEW YORK NY 10022
NAME MARK SMITH	TITLE(S) TREASURER (OR EQUIVALENT OF)
ADDRESS 590 MADISON AVE., 26TH FL.	CITY STATE ZIP CODE NEW YORK NY 10022
NAME CHARLIE MILES	TITLE(S) DIRECTOR
ADDRESS 590 MADISON AVE., 26TH FL.	CITY STATE ZIP CODE NEW YORK NY 10022

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
Signature of Officer or Other Authorized Signature

Title Date

Nevada Secretary of State List Profit
Form: 100103 Revised: 7-1-17

(PROFIT) INITIAL/ANNUAL LIST OF OFFICERS AND DIRECTORS OF:

ENTITY NUMBER

CSAC HOLDINGS INC.

E0428382018-4

NAME KAMALDEEP THINDALL		TITLE(S) DIRECTOR	
ADDRESS 590 MADISON AVE., 26TH FL.		CITY NEW YORK	STATE ZIP CODE NY 10022
NAME JONATHAN SANDELMAN		TITLE(S) DIRECTOR	
ADDRESS 590 MADISON AVE., 26TH FL.		CITY NEW YORK	STATE ZIP CODE NY 10022
NAME MARK SMITH		TITLE(S) DIRECTOR	
ADDRESS 590 MADISON AVE., 26TH FL.		CITY NEW YORK	STATE ZIP CODE NY 10022
NAME		TITLE(S)	
ADDRESS		CITY	STATE ZIP CODE
NAME		TITLE(S)	
ADDRESS		CITY	STATE ZIP CODE
NAME		TITLE(S)	
ADDRESS		CITY	STATE ZIP CODE
NAME		TITLE(S)	
ADDRESS		CITY	STATE ZIP CODE
NAME		TITLE(S)	
ADDRESS		CITY	STATE ZIP CODE
NAME		TITLE(S)	
ADDRESS		CITY	STATE ZIP CODE
NAME		TITLE(S)	
ADDRESS		CITY	STATE ZIP CODE

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. Cegavske

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.**

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

10/18/2021

Work Order Item Number: W2021101400490-1649934
Filing Number: 20211830053
Filing Type: Amendment After Issuance of Stock
Filing Date/Time: 9/20/2021 10:08:00 AM
Filing Page(s): 5

Indexed Entity Information:

Entity ID: E0428382018-4 **Entity Name:** CSAC HOLDINGS INC.
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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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 <i>Barbara K. Cegavske</i>	Business Number E0428382018-4
Secretary of State State Of Nevada	Filing Number 20211830053
	Filed On 9/20/2021 10:08:00 AM
	Number of Pages 5

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:

 Entity or Nevada Business Identification Number (NVID):

2. Restated or Amended and Restated Articles: (Select one)
 (If amending and restating only, complete section 1, 2, 3, 5 and 6)
 Certificate to Accompany Restated Articles or Amended and Restated Articles
 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:
 The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.
 Amended and Restated Articles
 * Restated or Amended and Restated Articles must be included with this filing type.

3. Type of Amendment Filing Being Completed: (Select only one box)
 (If amending, complete section 1, 3, 5 and 6.)
 Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)
 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
 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:
 Officer's Statement (foreign qualified entities only) -
 Name in home state, if using a modified name in Nevada:

 Jurisdiction of formation:
 Changes to takes the following effect:
 The entity name has been amended. Dissolution
 The purpose of the entity has been amended. Merger
 The authorized shares have been amended. Conversion
 Other: (specify changes)

 * 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.

This form must be accompanied by appropriate fees.



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 corporations only)

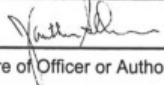
Changes to takes the following effect:

- 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.
- Articles have been deleted.
- Other.

The articles have been amended as follows: (provide article numbers, if available)

(attach additional page(s) if necessary)

6. Signature: (Required)

X  _____
 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 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.

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

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 Common shares, \$.00010 par value ("Common Stock") and 50,000,000 shares shall be Preferred shares, \$.00010 par value, designated as Series A Redeemable Preferred Stock ("Series A Preferred Stock");

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 Common shares, \$.00010 par value and 50,000,000 shares Preferred shares, \$.00010 par value. (see attached - continuation -)

CERTIFICATE OF AMENDMENT

OF

CSAC HOLDINGS INC.

- continued-

Article 3. Authorized Stock.

(a) Series A Preferred Stock. 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) No Redemption Rights. 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

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 capital stock of the corporation (except one in which the holders of the capital stock of the corporation immediately prior to such sale or transfer continue to hold at least a majority of the corporation's outstanding 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 "By-laws"), 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) No Conversion Rights. 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) Status of Series A Preferred Stock. 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.

(b) Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as follows:

(i) Voting Rights. 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) Dividend Rights. 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) Liquidation. 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.

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 <http://www.nvsos.gov>

IN WITNESS WHEREOF, I have hereunto set my
hand and affixed the Great Seal of State, at my
office on 10/18/2021.

Barbara K. Cegavske

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

Commercial Recordings Division

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

DEBORAH ELIZABETH KALSTEK
HODGSON RUSS LLP
The Guaranty Bldg. 140 Pearl St., Ste. 100
Buffalo, NY 14202

Job:C20180912-0328
September 12, 2018

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					\$425.00

Payments

Type	Description	Amount
Credit	119418 5367677998886427603013	\$425.00
Total		\$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



050106

**Articles of Organization
 Limited-Liability Company**
 (PURSUANT TO NRS CHAPTER 86)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20180401526-49
	Filing Date and Time 09/12/2018 8:56 AM
	Entity Number E0428432018-1

(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	CSAC LLC	Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: CORPORATE CREATIONS NETWORK INC. Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address City Nevada 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 (if existence is not perpetual):		
4. Management: (required)	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) (check only one box)		
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) CHARLIE SMITH Name 590 MADISON AVE., 26TH FL. NEW YORK NY 10022 Street Address City State Zip Code 2) KAMALDEEP THINDALL Name 590 MADISON AVE., 26TH FL. NEW YORK NY 10022 Street Address City State Zip Code 3) JONATHAN SANDELMAN Name 590 MADISON AVE., 26TH FL. NEW YORK NY 10022 Street Address City 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 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. DEBORAH KALSTEK-SEE ATTACHED <input checked="" type="checkbox"/> DEBORAH KALSTEK Name Organizer Signature HODGSON RUSS LLP, 140 PEARL ST., STE. BUFFALO NY 14202 Address City State Zip Code		
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> CORPORATE CREATIONS NETWORK INC. 9/12/2018 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 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:	CSAC LLC
FOREIGN NAME TRANSLATION:	NOT APPLICABLE

REGISTERED AGENT NAME:	CORPORATE CREATIONS NETWORK INC.
STREET ADDRESS:	NOT APPLICABLE
MAILING ADDRESS:	NOT APPLICABLE

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

NYS Data Room
www.nysdataroom.com
Empire State
1/17/2023 3:45:39 PM
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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.

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

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

CSAC LLC

NAME OF LIMITED-LIABILITY COMPANY

ENTITY NUMBER

E0428432018-1

FOR THE FILING PERIOD OF

SEP, 2018

TO

SEP, 2019



100403

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.**
- 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.
- State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- 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.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- 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.

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20180401527-50
	Filing Date and Time 09/12/2018 8:56 AM
	Entity Number E0428432018-1

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

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 BOX BELOW

Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code:

NRS 76.020 Exemption Codes

- 001 - Governmental Entity
- 006 - NRS 680B.020 Insurance Co.

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NAME CHARLIE SMITH	MANAGER OR MANAGING MEMBER		
ADDRESS 590 MADISON AVE., 26TH FL.	CITY NEW YORK	STATE NY	ZIP CODE 10022
NAME KAMALDEEP THINDALL	MANAGER OR MANAGING MEMBER		
ADDRESS 590 MADISON AVE., 26TH FL.	CITY NEW YORK	STATE NY	ZIP CODE 10022
NAME JONATHAN SANDELMAN	MANAGER OR MANAGING MEMBER		
ADDRESS 590 MADISON AVE., 26TH FL.	CITY NEW YORK	STATE NY	ZIP CODE 10022
NAME MARK SMITH	MANAGER OR MANAGING MEMBER		
ADDRESS 590 MADISON AVE., 26TH FL.	CITY NEW YORK	STATE NY	ZIP CODE 10022

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 JONATHAN SANDELMAN

Signature of Manager, Managing Member or Other Authorized Signature

Title
MANAGER

Date
9/12/2018 8:56:42 AM

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. Cegavske

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.**



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
03/27/2019	201908601122	DOMESTIC FOR PROFIT LLC - ARTICLES OF ORG (LCP)	99.00	200.00	0.00	0.00

Receipt

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

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Frank LaRose
4311955**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
CSAC OHIO, LLC

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

Document(s)

DOMESTIC FOR PROFIT LLC - ARTICLES OF ORG
Effective Date: 03/26/2019

Document No(s):

201908601122



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
27th day of March, A.D. 2019.

Frank LaRose
Ohio Secretary of State

Form 533A Prescribed by:

JON HUSTED
Ohio Secretary of State



Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 496-2910
www.OhioSecretaryofState.gov
busasrv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non-expedited)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Faster business day processing time.
Requires an additional \$100.00)
P.O. Box 1392
Columbus, OH 43216

For screen readers, follow instructions located at this path.

Articles of Organization for a Domestic Limited Liability Company

Filing Fee: \$99
Form Must Be Typed

COPY

CHECK ONLY ONE (1) BOX

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

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

Name of Limited Liability Company

(Name must include one of the following words or abbreviations:
"limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd.")

Optional: Effective Date(MM/DD/YYYY)

(The legal existence of the corporation 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

**** Note for Nonprofit LLCs**

The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit limited liability company secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. **

Original Appointment of Statutory Agent

The undersigned authorized member(s), manager(s) or representative(s) of

CSAC OHIO, LLC
(Name of Limited Liability Company)

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

Corporate Creations Network Inc.
(Name of Statutory Agent)

119 E. Court Street
(Mailing Address)

Cincinnati
(Mailing City)

OH
(Mailing State)

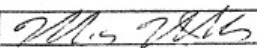
45202
(Mailing ZIP Code)

Acceptance of Appointment

The Undersigned, Corporate Creations Network Inc., named herein as the
(Name of Statutory Agent)

Statutory agent for CSAC OHIO, LLC
(Name of Limited Liability Company)

hereby acknowledges and accepts the appointment of statutory agent for said limited liability company.

Statutory Agent Signature  **Nicholas Nichols, Special Secretary**
(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by a member, manager or other representative.

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.

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.

Deborah P. Kalstek
Signature

Hodgson Russ LLP
By (if applicable)

Deborah E. Kalstek, Paralegal/Organizer/Auth. Rep.
Print Name

Signature


By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

	The Commonwealth of Massachusetts William Francis Galvin Secretary of the Commonwealth, Corporations Division One Ashburton Place, 17th floor Boston, MA 02108-1512 Telephone: (617) 727-9640	Minimum Fee: \$500.00
Certificate of Organization (General Laws, Chapter)		
Identification Number: <u>001259069</u>		
1. The exact name of the limited liability company is: <u>CULTIVAUNA, LLC</u>		
2a. Location of its principal office: No. and Street: <u>26 DONOVANS WAY</u> City or Town: <u>MIDDLETON</u> State: <u>MA</u> Zip: <u>01949</u> Country: <u>USA</u>		
2b. Street address of the office in the Commonwealth at which the records will be maintained: No. and Street: <u>26 DONOVANS WAY</u> City or Town: <u>MIDDLETON</u> State: <u>MA</u> Zip: <u>01949</u> Country: <u>USA</u>		
3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered: <u>RETAIL STORE-INTERNET SALES (INCLUDING INDEPENDENT SALES ON AN AUCTION SITE)</u>		
4. The latest date of dissolution, if specified:		
5. Name and address of the Resident Agent: Name: <u>UNITED STATES CORPORATION AGENTS, INC.</u> No. and Street: <u>101 BILLERICA AVE., BLDG. 5, SUITE 204</u> City or Town: <u>NORTH BILLERICA</u> State: <u>MA</u> Zip: <u>01862</u> Country: <u>USA</u>		
I, <u>UNITED STATES CORPORATION AGENTS, INC.</u> resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.		
6. The name and business address of each manager, if any:		
Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>
7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.		
Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>
SOC SIGNATORY	ERIC JAY ROGERS	26 DONOVANS WAY MIDDLETON, MA 01949 USA

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	ERIC JAY ROGERS	26 DONOVANS WAY MIDDLETON, MA 01949 USA

9. Additional matters:

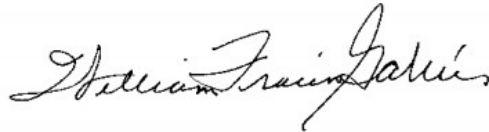
SIGNED UNDER THE PENALTIES OF PERJURY, this 2 Day of February, 2017,
LEGALZOOM.COM, INC., A CALIFORNIA CORPORATION, CHEYENNE MOSELEY, ASSISTANT SECRETARY

(The certificate must be signed by the person forming the LLC.)

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

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

LO1000012901

FRED HARRIS
(Requestor's Name)

101 E. College Ave
(Address)

(Address)

Tallahassee, FL 32301
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

DFMMJ Investments, LLC
(Business Entity Name)

(Document Number)

Certified Copies 1 Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



700303609307

09/22/17--01008--001 **105.00

17 SEP 22 AM 9:17

REGISTRAR OF CORPORATIONS
TALLAHASSEE, FLORIDA

17 SEP 22 AM 8:22

FILED

Merger, NC

SEP 22 2017

FILED

17 SEP 22 AM 8:22

ARTICLES OF MERGER
(Florida Limited Liability Company)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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]

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 Building Company, Manager

By: 
Name: Jay A. Odom
Title: President
Date: 09-20-17



EXHIBIT A
PLAN OF MERGER
[SEE ATTACHED]

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 surviving limited liability company (the "Surviving Company") is:

Name of Entity	Jurisdiction of Formation	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.

4.3 The merger shall have the other effects set forth in Section 605.1026 of the Act.

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 Membership Interests of the Merging Company. 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 Cancellation of Current Membership Interests of the Surviving Company: Indemnification. 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]

FILED

17 SEP 22 AM 8:26

SECRETARY OF STATE
FLORIDA

**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 "Company") 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 business 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. 3rd Avenue, Fort Lauderdale, Florida 33304.

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.

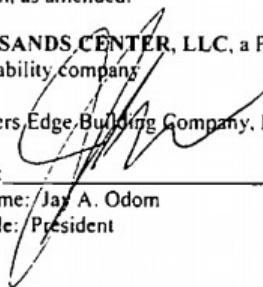
ARTICLE IX. AMENDMENTS

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.

WHITE SANDS CENTER, LLC, a Florida
limited liability company

By: Waters Edge Building Company, Manager

By: 
Name: Jay A. Odom
Title: President

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Section 605.0114, Florida Statutes, the following is submitted:

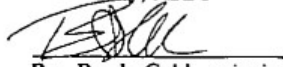
That White Sands Center, LLC, whose current registered agent and office on file with the Florida Department of State is Jay A. Odom, 4652 Gulf Starr Drive, Destin, Florida 32541, has changed its current registered agent and named Cobb Eddy, PLLC, 642 N.E. 3rd Avenue, Fort Lauderdale, Florida 33301, as 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

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: 8080 Old York Road, Suite 225		
City: Elkins Park	State: PA	Zip Code: 19027
Phone: 215-277-1410	Fax: 215-277-1752	Email: Justin@DocHouses.com

ANY DATA FROM
 https://www.pennsylvania.gov
 IS PROVIDED AS IS WITHOUT WARRANTY OF ANY KIND,
 INCLUDING MERCHANTABILITY, ACCURACY OR COMPLETENESS.
 FOR PROFESSIONAL FEE ONLY. CONFIDENTIAL. SUBJECT TO CONFIDENTIALITY AGREEMENT.

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.

APR Data Room
www.pasystems.com
Form 1000
03/05/2017 11:21 AM
For Professional Users Only. Confidential. Subject to Confidentiality Agreement



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 A. Cortés
Secretary of the Commonwealth

Certification Number: TSC170305000003-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify.aspx>

**PENNSYLVANIA DEPARTMENT OF STATE
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

**Certificate of Organization
 Domestic Limited Liability Company
 (15 Pa.C.S. § 8913)**

Name Justin S. Moriconi		
Address 302 Stowe Rd.		
City Elkins Park, PA	State PA	Zip Code 19027



Fee: \$125

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:

1. The name of the limited liability company (*designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation*):
Compassion Organics, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street 2127 Flowing Springs Rd.	City Chester Springs, PA	State PA	Zip 19425	County USA
(b) Name of Commercial Registered Office Provider c/o:				County

3. The name and address, including street and number, if any, of each organizer is (*all organizers must sign on page 2*):

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 09 2015

4. *Strike out if inapplicable term*
~~A member's interest in the company is to be evidenced by a certificate of membership interest.~~

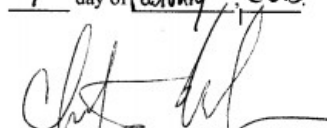
5. *Strike out if inapplicable:*
Management of the company is vested in a manager ~~or managers.~~

6. The specified effective date, if any is: March 1, 2015
month date year hour, if any

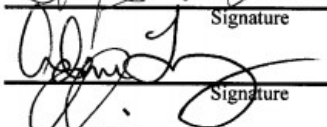
7. *Strike out if inapplicable:* ~~The company is a restricted professional company organized to render the following restricted professional service(s):~~

8. For additional provisions of the certificate, if any, attach an 8½ x 11 sheet.

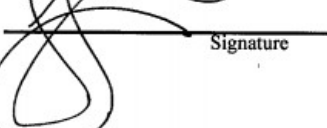
IN TESTIMONY WHEREOF, the organizer(s) has (have) signed this Certificate of Organization this
4th day of FEBRUARY, 2015.



Signature



Signature



Signature

**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)

Name Justin Moriconi		
Address 302 Stowe Rd.		
City Elkins Park, PA	State PA	Zip Code 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:

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 at .
Date Hour

**PA DEPT. OF STATE
APR 10 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.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed this

16th day of April, 2015.

3BUDS, LLC

Name of Limited Partnership/Limited Liability Company

Signature

MEMBER

Title

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

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 www.dos.pa.gov/BusinessCharities 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 www.corporations.pa.gov/Search/CorpSearch.

ENTITY NUMBER : 4329884

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Entity# : 4329884
Date Filed : 05/13/2016
Pedro A. Cortés
Secretary of the Commonwealth

Return document by mail to:
JUSTIN MORICONI
Name
302 STONE RD.
Address
ELKINS PARK PA 19027
City State Zip Code
 Return document by email to: JUSTINMORICONI@YAHOO.COM

Certificate of Amendment - Domestic
Limited Partnership/Limited Liability Company



TML160516JM1383

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: Limited Partnership (§ 8512) Limited Liability Company (§ 8951)

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:

1. The name of the limited partnership/limited liability company is: 3BUDS, LLC

2. The date of filing of the original Certificate of Limited Partnership/Organization: 03/01/2015
Date (MM/DD/YYYY)

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:
CHANGED NAME FROM "3BUDS, LLC" TO
"DOCHOUSE, 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: 05/09/2016 at _____
Date (MM/DD/YYYY) Hour (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.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed this

9th day of May, 2016

DOCHOUSE
Name of Limited Partnership/Limited Liability Company


Signature

MANAGER
Title

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Entity# : 4329884
Date Filed : 01/12/2017
Pedro A. Cortés

Return document by mail to:

Justin S Moriconi

Name

302 Stowe Rd.,

Address

Elkins Park PA 19027

City State Zip Code

Return document by email to:

Change of Registered Office

DSCB: 15-1507/5507

(rev. 7/2015)



Secretary of the Commonwealth

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$5.00

The type of domestic association (check only one):

- Business Corporation Limited Liability Company Limited Liability Limited Partnership
 Nonprofit Corporation 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, 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: _____
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

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 Company

Justin Moriconi

Signature

Manager

Title

PENN File: January 12, 2017

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

Kathy Boockvar

Secretary of the Commonwealth

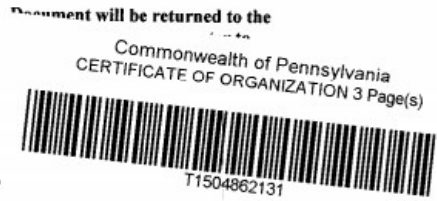
Certification Number: TSC201112090330-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify>

**PENNSYLVANIA DEPARTMENT OF STATE
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

**Certificate of Organization
 Domestic Limited Liability Company
 (15 Pa.C.S. § 8913)**

Name Justin S. Moriconi		
Address 302 Stowe Rd.		
City Elkins Park, PA	State PA	Zip Code 19027



Fee: \$125

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:

1. The name of the limited liability company (*designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation*):
Compassion Organics, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street 2127 Flowing Springs Rd.	City Chester Springs, PA	State PA	Zip 19425	County USA
(b) Name of Commercial Registered Office Provider c/o:				County

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 09 2015

4. *Strike out if inapplicable term*

~~A member's interest in the company is to be evidenced by a certificate of membership interest.~~

5. *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

7. *Strike out if inapplicable:* ~~The company is a restricted professional company organized to render the following restricted professional service(s):~~

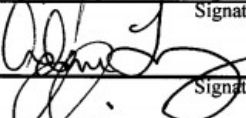
8. For additional provisions of the certificate, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have) signed this Certificate of Organization this

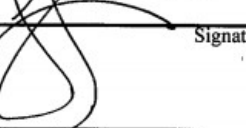
4th day of February, 2015.



Signature



Signature



Signature

**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)

Name Justin Moriconi		
Address 302 Stowe Rd.		
City Elkins Park, PA	State PA	Zip Code 19027

Commonwealth of Pennsylvania
LIMITED LIABILITY AMENDMENT 4 Page(s)



T1510311120

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:

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 at .
Date Hour

**PA DEPT. OF STATE
APR 10 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.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed this

16th day of April, 2015.

3BUDS, LLC

Name of Limited Partnership/Limited Liability Company



Signature

MEMBER

Title

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Entity# : 4329884
Date Filed : 05/13/2016
Pedro A. Cortés
Secretary of the Commonwealth

Return document by mail to:
JUSTIN MORICONI
Name
302 STONE RD.
Address
ELKINS PARK PA 19027
City State Zip Code
 Return document by email to: JUSTINMORICONI@YAHOO.COM

Certificate of Amendment - Domestic
Limited Partnership/Limited Liability Company



TML160516JM1383

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: Limited Partnership (§ 8512) Limited Liability Company (§ 8951)

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:

1. The name of the limited partnership/limited liability company is:
3BUDS, LLC

2. The date of filing of the original Certificate of Limited Partnership/Organization: 03/01/2015
Date (MM/DD/YYYY)

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:
CHANGED NAME FROM "3BUDS, LLC" TO
"DOCHOUSE, 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: 05/09/2016 at _____
Date (MM/DD/YYYY) Hour (if any)

PA DEPT. OF STATE
MAY 13 2016

5. Check if the amendment restates the Certificate of Limited Partnership/Organization:

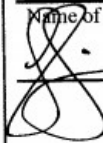
The restated Certificate of Limited Partnership/Organization supersedes the original Certificate of Limited Partnership/Organization and all previous amendments thereto.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed this

9th day of May, 2016.

DOCHOUSE

Name of Limited Partnership/Limited Liability Company



Signature

MANAGER

Title



PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Entity# : 4329884
Date Filed : 01/12/2017
Pedro A. Cortés
Secretary of the Commonwealth

Return document by mail to:
Justin S Moriconi
Name
302 Stowe Rd.,
Address
Elkins Park PA 19027
City State Zip Code
 Return document by email to: _____

Change of Regis
DSCB: 15-1507/5506
(rev. 7/2015)



Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$5.00

The type of domestic association (check only one):

- Business Corporation Limited Liability Company Limited Liability Limited Partnership
 Nonprofit Corporation 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, 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: _____
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

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 Company
Justin Moriconi
Signature
Manager
Title

STATE OF NEVADA

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 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

Jeri Armstrong
Maupin, Cox & LeGoy
PO Box 30000
RENO, NV, NV 89520

Job: C20170914-0842
September 14, 2017

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					\$105.00

Payments

Type	Description	Amount
Billed	750093	\$105.00
Total		\$105.00

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)	Description	Number of Pages
20170392045-93	Articles of Organization	4 Pages/1 Copies



Respectfully,

Barbara K. Cegavske

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



050106

Articles of Organization Limited-Liability Company

(PURSUANT TO NRS CHAPTER 86)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20170392045-93 Filing Date and Time 09/14/2017 11:27 AM Entity Number E0438372017-4
--	---

(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	DWC INVESTMENTS, LLC	Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: MAUPIN, COX & LEGOY, A PROFESSIONAL CORPORATION Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)		
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual):		
4. Management: (required)	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) (check only one box)		
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) CLINT CATES Name		
	1645 CRANE WAY Street Address	SPARKS City	NV 89431 State Zip Code
	2) SEAN DEVLIN Name		
	1645 CRANE WAY Street Address	SPARKS City	NV 89431 State Zip Code
	3) SCOTT DUNSEATH 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 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.		
	KURT O HUNSBERGER Name	<input checked="" type="checkbox"/> KURT O HUNSBERGER Organizer Signature	
	4785 CAUGHLIN PARKWAY Address	RENO City	NV 89519-2000 State Zip Code
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> MAUPIN, COX & LEGOY, A PROFESSIONAL CORPORATION Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity		
			9/14/2017 Date

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 D.L.L.C. 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:	NOT APPLICABLE

REGISTERED AGENT NAME:	MAUPIN, COX & LEGOY, A PROFESSIONAL CORPORATION
STREET ADDRESS:	NOT APPLICABLE
MAILING ADDRESS:	NOT APPLICABLE

ADDITIONAL MANAGER/MEMBERS
CHRISTOPHER O'NEAL 1645 CRANEWAY SPARKS, NV 89431
MARK PITCHFORD 1645 CRANEWAY SPARKS, NV 89431

NV Data Room
www.nvdataroom.com
Form 1000-0000
1/15/2023 8:20:17 PM
For Professional Users Only. Confidential. Subject to Confidentiality Agreement.

**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

NV Data Room
www.nvdataroom.com
888.222.8888
September 14, 2017 PM
For Professional Use Only. Confidential. Subject to Confidentiality Agreement



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.




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. Cegavske

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/>

	The Commonwealth of Massachusetts William Francis Galvin Secretary of the Commonwealth, Corporations Division One Ashburton Place, 17th floor Boston, MA 02108-1512 Telephone: (617) 727-9640	Minimum Fee: \$500.00 <div style="border: 1px solid black; padding: 2px; width: fit-content;"> Special Filing Instructions </div>						
Certificate of Organization (General Laws, Chapter)								
Identification Number: <u>001355881</u>								
1. The exact name of the limited liability company is: <u>ESKAR LLC</u>								
2a. Location of its principal office: No. and Street: <u>15 FORBES STREET</u> <u>APARTMENT 2</u> City or Town: <u>BOSTON</u> State: <u>MA</u> Zip: <u>02130</u> Country: <u>USA</u>								
2b. Street address of the office in the Commonwealth at which the records will be maintained: No. and Street: <u>15 FORBES STREET</u> <u>APARTMENT 2</u> City or Town: <u>BOSTON</u> State: <u>MA</u> Zip: <u>02130</u> Country: <u>USA</u>								
3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered: <u>AGRICULTURE</u>								
4. The latest date of dissolution, if specified: <u>12/31/2050</u>								
5. Name and address of the Resident Agent: Name: <u>MICHAEL RICHARD HUNNEWELL</u> No. and Street: <u>12 FORBES STREET</u> <u>APARTMENT 2</u> City or Town: <u>BOSTON</u> State: <u>MA</u> Zip: <u>02130</u> Country: <u>USA</u>								
I, <u>MICHAEL RICHARD HUNNEWELL</u> resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.								
6. The name and business address of each manager, if any: <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 5px;"> <thead> <tr> <th style="width: 20%;">Title</th> <th style="width: 30%;">Individual Name <small>First, Middle, Last, Suffix</small></th> <th style="width: 50%;">Address (no PO Box) <small>Address, City or Town, State, Zip Code</small></th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">MANAGER</td> <td style="text-align: center;">MICHAEL RICHARD HUNNEWELL</td> <td style="text-align: center;">12 FORBES STREET BOSTON, MA 02130 USA</td> </tr> </tbody> </table>			Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>	MANAGER	MICHAEL RICHARD HUNNEWELL	12 FORBES STREET BOSTON, MA 02130 USA
Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>						
MANAGER	MICHAEL RICHARD HUNNEWELL	12 FORBES STREET BOSTON, MA 02130 USA						
7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.								

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	MICHAEL RICHARD HUNNEWELL	15 FORBES STREET BOSTON, MA 02130 USA

9. Additional matters:

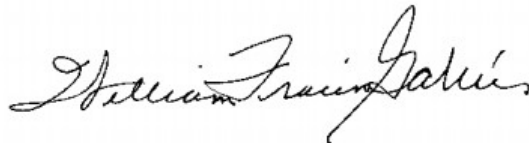
SIGNED UNDER THE PENALTIES OF PERJURY, this 28 Day of November, 2018,
WARREN G MILLER

(The certificate must be signed by the person forming the LLC.)

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

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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



Wyoming 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



Wyoming 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

STATE OF WYOMING
Office of the Secretary of State

I, ED MURRAY, Secretary of State of the State of Wyoming, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

CERTIFICATE OF ORGANIZATION

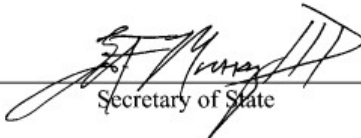
Green Light Holdings LLC

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **13th** day of **March, 2017** at **5:17 PM**.

Remainder intentionally left blank.



Filed Date: 03/13/2017


Secretary of State

Filed Online By:

MELINDA PIERCE

on 03/13/2017



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
02/05/2018	201803602092	DOMESTIC FOR PROFIT LLC - ARTICLES OF ORG (LCP)	99.00	200.00	0.00	0.00

Receipt

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

NATIONAL DOCUMENT LLC
 300 W CLARENDON AVE
 SUITE 240
 PHOENIX, AZ 85013

**STATE OF OHIO
 CERTIFICATE**

**Ohio Secretary of State, Jon Husted
 4131073**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
GREEN LIGHT MANAGEMENT, LLC

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

Document(s)	Document No(s):
DOMESTIC FOR PROFIT LLC - ARTICLES OF ORG	201803602092
Effective Date: 02/05/2018	



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
 5th day of February, A.D. 2018.

Jon Husted
Ohio Secretary of State

Greenlight-Parma
 Jidong
 parklp.com - Jonathan Ludwig Mercer Park - 1/30/2020 10:56:57 PM - 72.225.163.14

Form 533A Prescribed by:

Date Electronically Filed: 2/5/2018

JON HUSTED
Ohio Secretary of State



Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov | busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

For screen readers, follow instructions located at this path.

Articles of Organization for a Domestic Limited Liability Company

Filing Fee: \$99
Form Must Be Typed

CHECK ONLY ONE (1) BOX

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

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

Name of Limited Liability Company

(Name must include one of the following words or abbreviations:
"limited liability company," "limited," "LLC," "L.L.C.," "ltd.," or "ltd.")

Optional: Effective Date (MM/DD/YYYY)

(The legal existence of the corporation 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

BE FORMED FOR ANY PURPOSE OR PURPOSES FOR WHICH INDIVIDUALS LAWFULLY MAY
ASSOCIATE THEMSELVES.

**** Note for Nonprofit LLCs**

The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax
exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit limited
liability company secures the proper state and federal tax exemptions. These agencies may require that a purpose clause
be provided. **

Original Appointment of Statutory Agent

The undersigned authorized member(s), manager(s) or representative(s) of

GREEN LIGHT MANAGEMENT, LLC

(Name of Limited Liability Company)

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

NATIONAL REGISTERED AGENTS, INC.

(Name of Statutory Agent)

4400 EASTON COMMONS WAY, SUITE 125

(Mailing Address)

COLUMBUS

(Mailing City)

OH

(Mailing State)

43219

(Mailing ZIP Code)

Acceptance of Appointment

The Undersigned, NATIONAL REGISTERED AGENTS, INC., named herein as the
(Name of Statutory Agent)

Statutory agent for GREEN LIGHT MANAGEMENT, LLC
(Name of Limited Liability Company)

hereby acknowledges and accepts the appointment of statutory agent for said limited liability company.

Statutory Agent Signature ASHLEY GREENE

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by a member, manager or other representative.

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.

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.

NATIONAL DOCUMENT, LLC

Signature

ASHLEY GREENE

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Form **LLC-5.5**
December 2003

Illinois
Limited Liability Company Act
Articles of Organization

04673468

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 351, Howlett Building
Springfield, IL 62756
http://www.cyberdriveillinois.com

SUBMIT IN DUPLICATE
Must be typewritten

FILED

APR 11 2014

JESSE WHITE
SECRETARY OF STATE

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."

This space for use by Secretary of State

Date 4/11/14
Assigned File # 04673468
Filing Fee \$500.00
Approved: [Signature]

1. Limited Liability Company Name: Herbal Remedies Dispensaries, LLC

(The LLC name must contain the words limited liability company, L.L.C. or LLC and cannot contain the terms corporation, corp., incorporated, inc., ltd., co., limited partnership, or L.P.)

2. The address of its principal place of business: (Post office box alone and c/o are unacceptable.)
200 N. 8th Street, Lower Level, Quincy, IL 62306

3. The Articles of Organization are effective on: (Check one)

a) the filing date, or b) another date later than but not more than 60 days subsequent to the filing date: _____
(month, day, year)

4. The registered agent's name and registered office address is:

Registered agent:	<u>Charles</u>	<u>Couri</u>
	<small>First Name</small>	<small>Last Name</small>
Registered Office:	<u>411 Hamilton Blvd.</u>	<u>14th Floor</u>
(P.O. Box and c/o are unacceptable)	<small>Number</small>	<small>Street</small>
	<u>Peoria</u>	<u>61602</u>
	<small>City</small>	<small>ZIP Code</small>
		<u>Peoria</u>
		<small>County</small>

5. Purpose or purposes for which the LLC is organized: Include the business code # (IRS Form 1065).
(If not sufficient space to cover this point, add one or more sheets of this size.)

"The transaction of any or all lawful business for which limited liability companies may be organized under this Act."

6. The latest date, if any, upon which the company is to dissolve _____
(month, day, year)

Any other events of dissolution enumerated on an attachment. (Optional)

LLC-5.5

7. Other provisions for the regulation of the internal affairs of the LLC per Section 5-5 (a) (8) included as attachment:

If yes, state the provisions(s) from the ILLCA. Yes No

8. a) Management is by manager(s): Yes No
If yes, list names and business addresses.

Robert J. Lansing
200 N. 8th, Lower Level
Quincy, IL 62306

b) Management is vested in the member(s): Yes No
If yes, list names and addresses.

9. 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 April 9, 2014
(Month/Day) (Year)

Signature(s) and Name(s) of Organizer(s)

1. 
Signature
Charles Couri, Organizer
(Type or print name and title)

(Name if a corporation or other entity)

2. _____
Signature

(Type or print name and title)

(Name if a corporation or other entity)

3. _____
Signature

(Type or print name and title)

(Name if a corporation or other entity)

Address(es)

1. 411 Hamilton Blvd., 14th Floor
Number Street
Peoria
City/Town
Illinois 61602
State ZIP Code

2. _____
Number Street

City/Town

State ZIP Code

3. _____
Number Street

City/Town

State ZIP Code

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 11, 2014

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/REVOCAION. 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 PROFESSIONAL SERVICES FOR WHICH INDIVIDUALS ARE REQUIRED TO BE LICENSED, A CERTIFICATE OF REGISTRATION MUST BE OBTAINED FROM THE ILLINOIS DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION. IF THE LLC IS SO REGISTERED, THE CURRENT ADDRESS FROM WHICH THE PROFESSIONAL SERVICES ARE PROVIDED 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,

A handwritten signature in black ink that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

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

OFFICE OF THE
SECRETARY OF STATE

MAUPIN COX & LEGOY

Job: C20170131-3283

January 31, 2017

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

Type	Description	Amount
Billed	750093	\$200.00
Total		\$200.00

Credit Balance: \$0.00

Job Contents:

File Stamped Copy(s):	1
Corp Charter(s):	1
ILO-ALO Profit(s):	1

MAUPIN COX & LEGOY

NV



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



040105

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number 20170046924-05
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time 01/31/2017 1:45 PM
	Entity Number E0049162017-8

Articles of Incorporation
 (PURSUANT TO NRS CHAPTER 78)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	KLYMB Project Management, Inc.		
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: <u>Maupin, Cox & LeGoy, A Professional Corporation</u> Name		
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)		
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity		
	Street Address	City	State Zip Code
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value: <input type="text"/>	Par value per share: \$ <input type="text"/>	Number of shares without par value: <input type="text"/> 2500
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) <u>Dr. Sean Devlin</u> Name	<u>5422 Longley Lane, Suite A</u> Street Address	<u>Reno</u> <u>NV</u> <u>89511</u> City State Zip Code
	2) <u>Scott Dunseath</u> Name	<u>5422 Longley Lane, Suite A</u> Street Address	<u>Reno</u> <u>NV</u> <u>89511</u> City State Zip Code
	5. Purpose: (optional; required only if Benefit Corporation status selected) <i>The purpose of the corporation shall be:</i>		
	6. Benefit Corporation: (see instructions) <input type="checkbox"/> 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 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.		
	<u>Kurt O. Hunsberger</u> Name	<u>4785 Caughlin Parkway</u> Address	<u>Reno</u> <u>NV</u> <u>89519</u> City State Zip Code
8. Certificate of Acceptance of Appointment of Registered Agent:	<i>I hereby accept appointment as Registered Agent for the above named Entity.</i>		
	<u>X</u> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity	<u>01/30/2017</u> 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.



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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

Certified By: Merideth Taylor
Certificate Number: C20170131-3283
You may verify this certificate
online at <http://www.nvsos.gov/>



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



050105

Articles of Organization
Limited-Liability Company
 (PURSUANT TO NRS CHAPTER 86)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20160008290-18
	Filing Date and Time 01/08/2016 7:45 AM
	Entity Number E0008542016-4

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: <small>(must contain approved limited-liability company wording; see instructions)</small>	KYND-STRAINZ LLC		Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: <small>(check only one box)</small>	<input type="checkbox"/> Commercial Registered Agent: _____ <small>Name</small> <input checked="" type="checkbox"/> Noncommercial Registered Agent OR <input type="checkbox"/> Office or Position with Entity <small>(name and address below)</small> OR <small>(name and address below)</small> KIERA SEARS <small>Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity</small> 201 W. LIBERTY ST. SUITE 201 RENO Nevada 89501 <small>Street Address City State Zip Code</small> 201 W. LIBERTY ST. SUITE 201 RENO Nevada 89501 <small>Mailing Address (if different from street address) City State Zip Code</small>			
3. Dissolution Date: <small>(optional)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): _____			
4. Management: <small>(required)</small>	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) <small>(check only one box)</small>			
5. Name and Address of each Manager or Managing Member: <small>(attach additional page if more than 3)</small>	1) THE CANOPY NV, LLC <small>Name</small> 201 W. LIBERTY ST. SUITE 201 RENO NV 89501 <small>Street Address City State Zip Code</small> 2) _____ <small>Name</small> _____ <small>Street Address City State Zip Code</small> 3) _____ <small>Name</small> _____ <small>Street Address City State Zip Code</small>			
6. Effective Date and Time: <small>(optional)</small>	Effective Date: _____ Effective Time: _____			
7. Name, Address and Signature of Organizer: <small>(attach additional page if more than 1 organizer)</small>	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. KIERA SEARS <input checked="" type="checkbox"/> KIERA SEARS <small>Name Organizer Signature</small> 201 W. LIBERTY ST. SUITE 201 RENO NV 89501 <small>Address City State Zip Code</small>			
8. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> KIERA SEARS _____ 1/8/2016 <small>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date</small>			

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 LLC 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.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on January 8, 2016.

Barbara K. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

Certified By: Electronic Filing
Certificate Number: C20160108-0084
You may verify this certificate
online at <http://www.nvsos.gov/>

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

KYND-STRAINZ LLC

ENTITY NUMBER

E0008542016-4

NAME OF LIMITED-LIABILITY COMPANY



100403

FOR THE FILING PERIOD OF JAN, 2016 TO JAN, 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.**
- 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.
- State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- 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.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- 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.

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20160008291-29 Filing Date and Time 01/08/2016 7:45 AM Entity Number E0008542016-4
--	--

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

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 BOX BELOW

Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code:

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NRS 76.020 Exemption Codes

- 001 - Governmental Entity
- 005 - Motion Picture Company
- 006 - NRS 680B.020 Insurance Co.

NAME <u>THE CANOPY NV, LLC</u>	MANAGER OR MANAGING MEMBER		
ADDRESS <u>201 W. LIBERTY ST. SUITE 201 , USA</u>	CITY <u>RENO</u>	STATE <u>NV</u>	ZIP CODE <u>89501</u>
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE
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 KIERA SEARS

Signature of Manager, Managing Member or Other Authorized Signature

Title REGISTERED AGENT Date 1/8/2016 7:45:53 AM

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

KYND-STRAINZ LLC

Nevada Business Identification # NV20161012662

Expiration Date: January 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.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on January 8, 2016

Barbara K. Cegavske

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.

Form LLC-5.5	Illinois Limited Liability Company Act Articles of Organization	FILE # 08322333
Secretary of State Jesse White Department of Business Services Limited Liability Division www.cyberdriveillinois.com	Filing Fee: \$150 Approved By: <u>TLB</u>	FILED DEC 05 2019 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
5. 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



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



050105

Articles of Organization
Limited-Liability Company
 (PURSUANT TO NRS CHAPTER 86)

Filed in the office of <i>Barbara K. Cegauske</i> Barbara K. Cegauske Secretary of State State of Nevada	Document Number 20160065750-82
	Filing Date and Time 02/12/2016 11:28 AM
	Entity Number E0067412016-0

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	LEMON AIDE LLC				Check box if a Series Limited-Liability Company	Check box if a Restricted Limited-Liability Company	
					<input type="checkbox"/>	<input type="checkbox"/>	
2. Registered Agent for Service of Process: (check only one box)	<input type="checkbox"/> Commercial Registered Agent: _____						
	<input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)						
	KIERA SEARS Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity						
	201 W. LIBERTY ST. SUITE 201		RENO	Nevada	89501		
Street Address		City	State	Zip Code			
201 W. LIBERTY ST. SUITE 201		RENO	Nevada	89501			
Mailing Address (if different from street address)		City	State	Zip Code			
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual): _____						
4. Management: (required)	Company shall be managed by: <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s) (check only one box)						
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) THE CANOPY NV, LLC Name						
	201 W. LIBERTY ST. SUITE 201		RENO	NV	89501		
	Street Address		City	State	Zip Code		
	2) _____ Name						
	Street Address		City	State	Zip Code		
	3) _____ Name						
	Street Address		City	State	Zip Code		
	6. Effective Date 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 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.					
		THE CANOPY NV, LLC		<input checked="" type="checkbox"/> THE CANOPY NV, LLC Organizer Signature			
201 W. LIBERTY ST. SUITE 201		RENO	NV	89501			
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.						
	<input checked="" type="checkbox"/> KIERA SEARS Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity				2/12/2016 Date		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 D.L.L.C. 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 **LEMON AIDE LLC** did on February 12, 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.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on February 12, 2016.

Barbara K. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

Certified By: Electronic Filing
Certificate Number: C20160212-0887
You may verify this certificate
online at <http://www.nvsos.gov/>

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

LEMON AIDE LLC

ENTITY NUMBER

E0067412016-0

NAME OF LIMITED-LIABILITY COMPANY

FOR THE FILING PERIOD OF **FEB, 2016** TO **FEB, 2017**



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, 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.**
- 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.
- State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- 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.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708
- 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.

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20160065752-04 Filing Date and Time 02/12/2016 11:28 AM Entity Number E0067412016-0
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(This document was filed electronically.)
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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 BOX BELOW

Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code:

NRS 76.020 Exemption Codes

- 001 - Governmental Entity
- 005 - Motion Picture Company
- 006 - NRS 690B.020 Insurance Co.

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NAME THE CANOPY NV, LLC	MANAGER OR MANAGING MEMBER		
ADDRESS 201 W. LIBERTY ST. SUITE 201 , USA	CITY RENO	STATE NV	ZIP CODE 89501
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE
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 KIERA L SEARS
Signature of Manager, Managing Member or Other Authorized Signature

Title: REGISTERED AGENT Date: 2/12/2016 11:28:49 AM

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

LEMON AIDE LLC

Nevada Business Identification # NV20161088240

Expiration Date: February 28, 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.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on February 12, 2016

Barbara K. Cegavske

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

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

Kiera Sears
Prestige Worlwide NV
201 W. Liberty St. Suite 201
Reno, NV 89501

Job: C20160212-0887
February 12, 2016

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

Type	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



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 4
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov



050104

Articles of Organization
Limited-Liability Company
 (PURSUANT TO NRS CHAPTER 86)

Filed in the Office of <i>[Signature]</i>	Business Number E0367522014-4
Secretary of State	Filing Number 20140511588-35
State Of Nevada	Filed On 07/16/2014
	Number of Pages 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

(This document is for filing only)

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: <small>(must contain approved limited-liability company wording; see instructions)</small>	LIVFREE WELLNESS RENO L.L.C.	Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: <small>(check only one box)</small>	<input type="checkbox"/> Commercial Registered Agent: Name	<input type="checkbox"/> Office or Position with Entity <small>(name and address below)</small>	
	<input checked="" type="checkbox"/> Noncommercial Registered Agent <small>(name and address below)</small>	OR	
	SCOTT BOGATZ Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity		
	3455 CLIFF SHADOWS PKWY, SUITE 110 <small>Street Address</small>	LAS VEGAS <small>City</small>	Nevada 89129 <small>State Zip Code</small>
	3455 CLIFF SHADOWS PKWY, SUITE 110 <small>Mailing Address (if different from street address)</small>	LAS VEGAS <small>City</small>	Nevada 89129 <small>State Zip Code</small>
3. Dissolution Date: <small>(optional)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual):		
4. Management: <small>(required)</small>	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) <small>(check only one box)</small>		
5. Name and Address of each Manager or Managing Member: <small>(attach additional page if more than 3)</small>	1) JOHN GRIFFIN <small>Name</small>		
	401 S. CURRY ST. <small>Street Address</small>	CARSON CITY <small>City</small>	NV 89703 <small>State Zip Code</small>
	2) <small>Name</small>		
	 <small>Street Address City State Zip Code</small>		
	3) <small>Name</small>		
	 <small>Street Address City State Zip Code</small>		
6. Effective Date and Time: <small>(optional)</small>	Effective Date: Effective Time:		
7. Name, Address and Signature of Organizer: <small>(attach additional page if more than 1 organizer)</small>	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.		
	SCOTT BOGATZ <small>Name</small>	<input checked="" type="checkbox"/> SCOTT BOGATZ <small>Organizer Signature</small>	
	3455 CLIFF SHADOWS PKWY, SUITE 110 <small>Address</small>	LAS VEGAS <small>City</small>	NV 89129 <small>State Zip Code</small>
8. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity.		
	<input checked="" type="checkbox"/> SCOTT BOGATZ <small>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity</small>	7/16/2014 <small>Date</small>	

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 D.L.C. Articles
 Revised: 7-26-13

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E0367522014-4
Secretary State Of Nevada	Filing Number 20160491077-57
	Filed On 11/03/2016
	Number of Pages 2

091203



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 884-5708
Website: www.nvsec.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

Certificate of Amendment to Articles of Organization
For a Nevada Limited-Liability Company
(Pursuant to NRS 86.221)

1. Name of limited-liability company:
LIVFREE WELLNESS RENO L.L.C.

2. The company is managed by: Managers OR Members
(check only one box)

3. The articles have been amended as follows: (provide article numbers, if available)*

ARTICLE 1. NAME. The name of the company is LIVFREE WELLNESS LLC, a Nevada limited liability company.

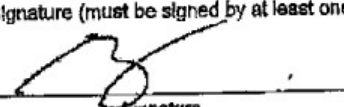
ARTICLE 2. DISSOLUTION DATE. Except as otherwise provided in an operating agreement adopted by the members, the Company shall exist perpetually. The Company shall be dissolved as permitted in the operating agreement or, if none, as provided by applicable law.

ARTICLE 3. GENERAL PURPOSES. 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.

CONTINUED ON THE ATTACHED EXHIBIT A.

4. Effective date and time of filing: (optional) Date: Time:
(must 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 
Signature

* 1) If amending company name, it must contain the words "Limited-Liability Company," "Limited Company," or "Limited," or the abbreviations "Ltd.," "L.L.C.," "L.C.," "LLC" or "LC." The word "Company" may be abbreviated as "Co."
2) If adding managers, provide names and addresses.

FILING FEE: \$175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
Nevada Secretary of State 86.221 LLC Amendment Revised: 1-6-15
This form must be accompanied by appropriate fees.

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. DISSOLUTION DATE: 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. GENERAL PURPOSES: 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. OPERATING AGREEMENT: 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. MANAGEMENT: 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. 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, from time to time, be set forth in an operating agreement adopted by the members.

ARTICLE 8. AMENDMENTS: 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.



140103



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

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

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Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and Jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

401 Investments L.L.C.

Name of merging entity

Nevada

Jurisdiction

limited liability company

Entity type *

LivFree Wellness L.L.C.

Name of merging entity

Nevada

Jurisdiction

limited liability company

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

LivFree Wellness Reno L.L.C.

Name of surviving entity

Nevada

Jurisdiction

limited liability company

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 1-5-15



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

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 2

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn: _____
c/o: _____

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
Revised 1-6-16



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

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 3

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(b) The plan was approved by the required consent of the owners of:

401 Investments L.L.C.
Name of merging entity, if applicable

LivFree Wellness L.L.C.
Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

LivFree Wellness Reno L.L.C.
Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustee and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.



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

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
Revised: 1-5-15



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 5

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6) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available, (NRS 92A.200)*:

ARTICLE 1. NAME: The name of the company is LivFree Wellness LLC, a Nevada limited liability company.
ARTICLE 2. DISSOLUTION DATE: Except as otherwise provided in the 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. GENERAL PURPOSES: The company is formed for all lawful purposes; provided, however, that the purposes may be limited as provided in the operating agreement adopted by the members or, if none, as otherwise agreed to by ten members holding the requisite interests required by applicable law.
SEE ATTACHED EXHIBIT A

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: Time:

* 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.



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

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada 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 (NRS 92A.230)*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

401 Investments L.L.C.
Name of merging entity
 [Signature] Manager 11/3/16
Signature Title Date

LivFree Wellness L.L.C.
Name of merging entity
 [Signature] Manager 11/3/16
Signature Title Date

Name of merging entity

Signature Title Date

Name of merging entity

Signature Title Date

and,
LivFree Wellness Reno L.L.C.
Name of surviving entity
 [Signature] Manager 11/3/16
Signature Title Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

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 92A Merger Page 6
Revised: 1-5-16

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. DISSOLUTION DATE: 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. GENERAL PURPOSES: 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. OPERATING AGREEMENT: 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. MANAGEMENT: 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. 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, from time to time, be set forth in an operating agreement adopted by the members.

ARTICLE 8. AMENDMENTS: 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.



BARBARA K. CEGAUSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-6708
 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegauske</i>	Business Number E0367522014-4
Secretary State Of Nevada	Filing Number 20190200470-35
	Filed On 05/07/2019
	Number of Pages 1

**Amendment to
Articles of Organization**
 (PURSUANT TO NRS 86.221)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Certificate of Amendment to Articles of Organization
For a Nevada Limited-Liability Company
 (Pursuant to NRS 86.221)

1. Name of limited-liability company:

LIVFREE WELLNESS LLC, a Nevada limited liability company

2. The company is managed by: Managers **OR** Members
(check only one box)

3. The articles have been amended as follows: (provide article numbers, if available)*

Article 1 NAME is amended as follows: The name of the Company is LIVFREE WELLNESS LLC

4. Effective date and time of filing: (optional) Date: _____ Time: _____

(must 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

 Signature

* 1) If amending company name, it must contain the words "Limited-Liability Company," "Limited Company," or "Limited," or the abbreviations "Ltd.," "L.L.C.," or "L.C.," "LLC" or "LC." The word "Company" may be abbreviated as "Co."

2) If adding managers, provide names and addresses.

FILING FEE: \$175.00

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 86.221: LLC Amendment
 Revised: 1-5-15



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

Filed in the Office of <i>Barbara K. Cegauske</i>	Business Number E0367522014-4
Secretary of State State Of Nevada	Filing Number 20211840541
	Filed On 9/21/2021 9:26:00 AM
	Number of Pages 4

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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: Conversion Exchange Merger

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

1. Entity Information: (Constituent, Acquired or Merging)	Entity Name: <input type="text" value="CSAC-LivFree LLC"/> Jurisdiction: <input type="text" value="Nevada"/> Entity Type*: <input type="text" value="LLC"/> <i>If more than one entity being acquired or merging please attach additional page.</i>
2. Entity Information: (Resulting, Acquiring or Surviving)	Entity Name: <input type="text" value="LivFree Wellness LLC"/> Jurisdiction: <input type="text" value="Nevada"/> Entity Type*: <input type="text" value="LLC"/>
3. Plan of Conversion, Exchange or Merger: (select one box)	<input type="checkbox"/> The entire plan of conversion, exchange or merger is attached to these articles. <input checked="" type="checkbox"/> The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200). <input type="checkbox"/> The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)
4. Approval: (If more than one entity being acquired or merging please attach additional approval page.)	Exchange/Merger: Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity) <input checked="" type="checkbox"/> A. Owner's approval was not required from the: <input checked="" type="checkbox"/> Acquired/merging <input checked="" type="checkbox"/> Acquiring/surviving <input type="checkbox"/> B. The plan was approved by the required consent of the owners of: <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input type="checkbox"/> C. Approval of plan of exchange/merger 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 of the plan of merger is required by the articles of incorporation of the domestic corporation. <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input type="text" value="CSAC-LivFree LLC"/> Name of acquired/merging entity <input type="text" value="LivFree Wellness LLC"/> Name of acquiring/surviving entity
5. Effective Date and Time: (Optional)	Date: <input type="text"/> Time: <input type="text"/> (must not be later than 90 days after the certificate is filed)

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.

Page 1 of 4
 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

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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: Conversion Exchange Merger

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

4. Approval Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

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
- B. The plan was approved by the required consent of the owners of:
 - Acquired/merging
 - 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 of 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

4. Approval Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

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
- B. The plan was approved by the required consent of the owners of:
 - Acquired/merging
 - 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 of 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

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.



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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)	<table style="width: 100%; border: none;"> <tr> <td style="border: none;">Name</td> <td style="border: none;"><input style="width: 100%;" type="text"/></td> <td style="border: none;">Country</td> <td style="border: none;"><input style="width: 100%;" type="text"/></td> </tr> <tr> <td style="border: none;">Care of:</td> <td colspan="3" style="border: none;"><input style="width: 100%;" type="text"/></td> </tr> <tr> <td style="border: none;">Address</td> <td style="border: none;"><input style="width: 30%;" type="text"/></td> <td style="border: none;">City</td> <td style="border: none;">State <input style="width: 10%;" type="text"/> Zip/Postal Code <input style="width: 10%;" type="text"/></td> </tr> </table>	Name	<input style="width: 100%;" type="text"/>	Country	<input style="width: 100%;" type="text"/>	Care of:	<input style="width: 100%;" type="text"/>			Address	<input style="width: 30%;" type="text"/>	City	State <input style="width: 10%;" type="text"/> Zip/Postal Code <input style="width: 10%;" type="text"/>
Name	<input style="width: 100%;" type="text"/>	Country	<input style="width: 100%;" type="text"/>										
Care of:	<input style="width: 100%;" type="text"/>												
Address	<input style="width: 30%;" type="text"/>	City	State <input style="width: 10%;" type="text"/> Zip/Postal Code <input style="width: 10%;" type="text"/>										
7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200): (Merger only) **	<div style="border: 1px solid black; height: 100px;"></div> <p style="font-size: small; margin-top: 10px;">** 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.</p>												
8. Declaration: (Exchange and Merger only)	<p>Exchange:</p> <p><input type="checkbox"/> The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).</p> <p>Merger: (Select one box)</p> <p><input type="checkbox"/> The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).</p> <p><input checked="" type="checkbox"/> The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).</p>												
9. Signature Statement: (Required)	<p><input type="checkbox"/> Conversion: A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.</p> <p>Signatures - must be signed by:</p> <p>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).</p> <p>2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.</p> <div style="border: 1px solid black; height: 20px; width: 100%; margin-top: 10px;"></div> <p>Name of constituent entity</p>												

Form will be returned if unsigned.
 This form must be accompanied by appropriate fees.



BARBARA K. CEGAUSKE
 Secretary of State
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 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov
 www.nvsilverflume.gov

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

9. Signature Statement
Continued: (Required)

Exchange:
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230)
 Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.
 The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

Merger:
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada 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 (NRS 92A.230).
 The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

10. Signature(s):
(Required)

CSAC-LivFree LLC		
Name of acquired/merging entity		
<input checked="" type="checkbox"/> <u></u> Signature (Exchange/Merger)	<input type="text" value="Manager"/> Title	<input type="text" value="9/17/21"/> Date
<i>If more than one entity being acquired or merging please attach additional page of information and signatures.</i>		
LivFree Wellness LLC		
Name of acquiring/surviving entity		
<input checked="" type="checkbox"/> <u></u> Signature (Exchange/Merger)	<input type="text" value="Manager"/> Title	<input type="text" value="9/17/21"/> Date
<input checked="" type="checkbox"/> _____ Signature of Constituent Entity (Conversion)	<input type="text"/> Title	<input type="text"/> Date

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

Form will be returned if unsigned.
 This form must be accompanied by appropriate fees.

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

08/24/2021

Work Order Item Number: W2021082400846-1539059
Filing Number: 20211700122
Filing Type: Articles of Organization
Filing Date/Time: 8/24/2021 8:00:00 AM
Filing Page(s): 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,

BARBARA K. CEGAVSKE
Secretary of State

Page 1 of 1

Commercial Recording Division
202 N. Carson Street



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

Filed in the Office of <i>Barbara K. Cegavska</i>	Business Number E17001232021-5
Secretary of State State Of Nevada	Filing Number 20211700122
	Filed On 8/24/2021 8:00:00 AM
	Number of Pages 2

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Formation - Limited-Liability Company

- NRS 86 - Articles of Organization Limited-Liability Company
- NRS 86.544 - Registration of Foreign Limited-Liability Company
- NRS 89 - Articles of Organization Professional Limited-Liability Company
- NRS 86.555 - Registration of Professional Foreign Limited-Liability Company

TYPE OR PRINT - USE DARK INK 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 Limited-Liability Companies)	3a) Jurisdiction of formation: _____	3b) Date formed: _____	
	3c) I declare this entity is in good standing in the jurisdiction of its formation. <input type="checkbox"/>		
4. Registered Agent for Service of Process*: (Check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent:(name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below)		
	Corporate Creations Network Inc.		
	Name of Registered Agent OR Title of Office or Position with Entity		
	8275 South Eastern Avenue #200	Las Vegas	Nevada 89123
	Street Address	City	State Zip Code
			Nevada _____
	Mailing Address (if different from street address)	City	Zip Code
4a. Certificate of Acceptance of Appointment of Registered Agent:	<i>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.</i> X <u><i>Nicholas Nichols</i></u> Nicholas Nichols, Special Secretary 8/24/2021 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date		
5. Management: (Domestic Limited-Liability Companies only)	Company shall be managed by: (check one box) <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s)		
6. Name and Address of each Manager(s) or Managing Member(s): (NRS 86 and NRS 86.544, see instructions)	1) CSAC Acquisition Inc. United States		
	Name	Country	
	2601 South Bayshore Drive, Suite 900	Miami	FL 33133
	Street Address	City	State Zip/Postal Code
Name and Address of the Original Manager(s) and Member(s): (NRS 89, see instructions)	2) _____		
	Name	Country	
	_____	_____	_____
	Street Address	City	State Zip/Postal Code
IMPORTANT: A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing.	3) _____		
	Name	Country	
	_____	_____	_____
	Street Address	City	State Zip/Postal Code
7. Dissolution Date: (Domestic only)	Latest date upon which the company is to dissolve (if existence is not perpetual): _____		

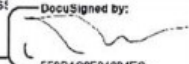
This form must be accompanied by appropriate fees.

Page 1 of 2
Revised: 1/1/2019



BARBARA K. CEGAUSKE
 Secretary of State
 202 North Carson Street Carson
 City, Nevada 89701-4201 (775)
 684-5708
 Website: 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 <input type="checkbox"/> Domestic Limited-Liability Company's only: <input type="checkbox"/> The Limited-Liability Company is a Restricted Limited-Liability Company
10 Records Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
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) See instructions	*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process. 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. Jonathan Sandelman <input type="text"/> United States <input type="text"/> Name <input type="text"/> Country <input type="text"/> 2601 South Bayshore Drive, Suite 900 <input type="text"/> Miami <input type="text"/> FL <input type="text"/> 33133 <input type="text"/> Address <input type="text"/> City <input type="text"/> State <input type="text"/> Zip/Postal Code <input type="text"/> X  <input type="text"/> Pres. of Sole Member (attach additional page if necessary) <small>5F6D1CBF94094EC...</small>

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

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 <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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

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

08/24/2021

Work Order Item Number: W2021082400846-1539060
Filing Number: 20211700132
Filing Type: Initial List
Filing Date/Time: 8/24/2021 8:00:00 AM
Filing Page(s): 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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

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

IMPORTANT: 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)
- Limited-Liability Company
- Limited Partnership
- Limited-Liability Partnership
- Limited-Liability Limited Partnership (If formed at the same time as the Limited Partnership)
- Business Trust

Filed in the Office of Secretary of State State Of Nevada	Business Number E17001232021-5 Filing Number 20211700132 Filed On 8/24/2021 8:00:00 AM Number of Pages 2
---	---

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: Charitable Solicitation Information - check 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 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.****



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, OR EQUIVALENT OF: Title:

Name Country

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
5F9D1C8F94094EC...

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.

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. 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
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 <input type="checkbox"/> Domestic Limited-Liability Company's only: <input type="checkbox"/> The Limited-Liability Company is a Restricted Limited-Liability Company
10 Records Office: (Foreign Limited-Liability Companies)	Address: _____ City: _____ State: _____ Zip Code: _____ Country: _____
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address: _____ City: _____ State: _____ Zip Code: _____ Country: _____
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) See instructions	*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process. 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. Jonathan Sandelman United States Name Country 2601 South Bayshore Drive, Suite 900 Miami FL 33133 Address City State Zip/Postal Code X  Pres. of Sole Member (attach additional page if necessary) <small>SF9D1C8F84094EC...</small>

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.



BARBARA K. CEGAUSKE
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:

MERCER STRATEGIES FL, 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
 - This corporation is publicly traded, the Central Index Key number is:
- 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 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: Charitable Solicitation Information - check 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 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.****



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 <u>PRESIDENT</u> , OR EQUIVALENT OF:		Title: <input type="text" value="Member"/>	
<input type="text" value="CSAC Acquisition Inc."/>		<input type="text" value="United States"/>	
Name		Country	
<input type="text" value="2601 South Bayshore Drive, Suite 900"/>	<input type="text" value="Miami"/>	<input type="text" value="FL"/>	<input type="text" value="33133"/>
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>SECRETARY</u> , OR EQUIVALENT OF:		Title: <input type="text"/>	
<input type="text"/>		<input type="text"/>	
Name		Country	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>TREASURER</u> , OR EQUIVALENT OF:		Title: <input type="text"/>	
<input type="text"/>		<input type="text"/>	
Name		Country	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>DIRECTOR</u> :		Title: <input type="text"/>	
<input type="text"/>		<input type="text"/>	
Name		Country	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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
DocuSigned by:
5F9D1C8F84094EC...

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.

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

11/04/2021

Work Order Item Number: W2021110402009-1699572
Filing Number: 20211874342
Filing Type: Articles of Organization
Filing Date/Time: 11/4/2021 9:06:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E18743432021-1 **Entity Name:** Mercer Strategies MA, 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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
www.nvsilverflume.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E18743432021-1
Secretary of State State Of Nevada	Filing Number 20211874342
	Filed On 11/4/2021 9:06:00 AM
	Number of Pages 2

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Company

- NRS 86 - Articles of Organization Limited-Liability Company NRS 86.544 - Registration of Foreign Limited-Liability Company
- NRS 89 - Articles of Organization Professional Limited-Liability Company NRS 86.555 - Registration of Professional Foreign Limited-Liability Company

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

1. Name Being Registered in Nevada: (See Instructions)	Mercer Strategies MA, LLC
2. Foreign Entity Name: (Name in home jurisdiction)	
3. Jurisdiction of Formation: (Foreign Limited-Liability Companies)	3a) Jurisdiction of formation: _____ 3b) Date formed: _____ 3c) I declare this entity is in good standing in the jurisdiction of its formation. <input type="checkbox"/>
4. Registered Agent for Service of Process*: (Check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: (name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below) Corporation Creations Network Inc. Name of Registered Agent OR Title of Office or Position with Entity _____ Street Address _____ Nevada _____ City _____ Zip Code _____ Mailing Address (if different from street address) _____ Nevada _____ City _____ Zip Code _____
4a. Certificate 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 _____ Nicholas Nichols, Special Secretary 11/4/2021 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date
5. Management: (Domestic Limited-Liability Companies only)	Company shall be managed by: (check one box) <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s)
6. Name and Address of each Manager(s) or Managing Member(s): (NRS 86 and NRS 86.544, see instructions) 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.	1) CSAC Acquisition MA II Corp. United States Name Country 2601 South Bayshore Dr., Ste. 900 Miami FL 33133 Street Address City State Zip/Postal Code 2) _____ Name Country Street Address City State Zip/Postal Code 3) _____ Name Country Street Address City State Zip/Postal Code
7. Dissolution Date: (Domestic only)	Latest date upon which the company is to dissolve (if existence is not perpetual): _____

This form must be accompanied 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.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 <input type="checkbox"/> Domestic Limited-Liability Company's only: <input type="checkbox"/> The Limited-Liability Company is a Restricted Limited-Liability Company
10 Records Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
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) See instructions	<p>*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process.</p> <p>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.</p> <p>Deborah E. Kalstek, Paralegal/Representative United States</p> <p>Name Country</p> <p>c/o Hodgson Russ LLP, 140 Pearl St., Ste. 100 Buffalo NY 14202</p> <p>Address City State Zip/Postal Code</p> <p>X <i>Deborah P. Kalstek</i> (attach additional page if necessary)</p>

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

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

11/04/2021

Work Order Item Number: W2021110402009-1699573
Filing Number: 20211874345
Filing Type: Initial List
Filing Date/Time: 11/4/2021 9:06:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E18743432021-1 **Entity Name:** Mercer Strategies MA, 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

Mercer Strategies MA, 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
 This corporation is publicly traded, the Central Index Key number is:
- 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

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E18743432021-1
Secretary of State State Of Nevada	Filing Number 20211874345
	Filed On 11/4/2021 9:06:00 AM
	Number of Pages 2

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: Charitable Solicitation Information - check 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 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.****



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

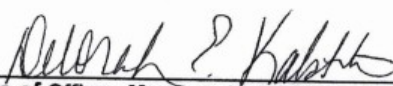
**Initial List and State
 Business License
 Application - Continued**

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

CORPORATION, INDICATE THE <u>PRESIDENT</u> , OR EQUIVALENT OF:		Title: Member	
Name: CSAC Acquisition MA II Corp.		United States	
Address: 2601 South Bayshore Dr., Ste. 900		City: Miami	State: FL Zip/Postal Code: 33133
CORPORATION, INDICATE THE <u>SECRETARY</u> , OR EQUIVALENT OF:		Title:	
Name:		Country:	
Address:		City:	State: Zip/Postal Code:
CORPORATION, INDICATE THE <u>TREASURER</u> , OR EQUIVALENT OF:		Title:	
Name:		Country:	
Address:		City:	State: Zip/Postal Code:
CORPORATION, INDICATE THE <u>DIRECTOR</u> :		Title:	
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 
 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: _____ Title: _____
 Date: 11/4/21

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 MA, LLC** did, on 11/04/2021, 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: B202111042130085
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. CEGAVSKE
Secretary of State

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. CEGAVSKE
Secretary of State

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

10/21/2020

Work Order Item Number: W2020102100050-893418
Filing Number: 20200991442
Filing Type: Articles of Organization
Filing Date/Time: 10/20/2020 4:17:00 PM
Filing Page(s): 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,

Handwritten signature of Barbara K. Cegavske in black ink.

BARBARA K. CEGAVSKE
Secretary of State



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

Filed in the Office of <i>Barbara K. Cegauske</i>	Business Number E9914432020-0
Secretary of State State Of Nevada	Filing Number 20200991442
	Filed On 10/20/2020 4:17:00 PM
	Number of Pages 2

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Company

- NRS 86 - Articles of Organization Limited-Liability Company NRS 86.544 - Registration of Foreign Limited-Liability Company
- NRS 89 - Articles of Organization Professional Limited-Liability Company NRS 86.555 - Registration of Professional Foreign Limited-Liability Company

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

1. Name Being Registered in Nevada: <small>(See instructions)</small>	MERCER STRATEGIES PA, LLC
2. Foreign Entity Name: <small>(Name in home jurisdiction)</small>	
3. Jurisdiction of Formation: <small>(Foreign Limited-Liability Companies)</small>	3a) Jurisdiction of formation: _____ 3b) Date formed: _____ 3c) I declare this entity is in good standing in the jurisdiction of its formation. <input type="checkbox"/>
4. Registered Agent for Service of Process*: <small>(Check only one box)</small>	<input checked="" type="checkbox"/> Commercial Registered Agent:(name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below) Corporate Creations Network Inc. Name of Registered Agent OR Title of Office or Position with Entity 8275 South Eastern Avenue #200 Las Vegas Nevada 89123 Street Address City State Zip Code _____ Mailing Address (if different from street address) City State 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 is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form. X <i>Nicholas Nichols</i> Nicholas Nichols, Special Secretary 10/20/2020 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date
5. Management: <small>(Domestic Limited-Liability Companies only)</small>	Company shall be managed by: (check one box) <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s)
6. Name and Address of each Manager(s) or Managing Member(s): <small>(NRS 86 and NRS 86.544, see instructions)</small> Name and Address of the Original Manager(s) and Member(s): <small>(NRS 86, see instructions)</small> IMPORTANT: A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing.	1) CSAC Acquisition Inc. United States Name Country 590 Madison Ave., 26th Fl. New York NY 10022 Street Address City State Zip/Postal Code 2) _____ Name Country _____ Street Address City State Zip/Postal Code 3) _____ Name Country _____ Street Address City State Zip/Postal Code
7. Dissolution Date: <small>(Domestic only)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): _____

This form must be accompanied by appropriate fees.

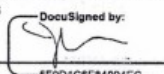
Page 1 of 2
Revised: 1/1/2019



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street Carson
 City, Nevada 89701-4201 (775)
 684-5708
 Website: www.nvsos.gov
www.nvsilvaflume.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 <input type="checkbox"/> Domestic Limited-Liability Company's only: <input type="checkbox"/> The Limited-Liability Company is a Restricted Limited-Liability Company
10 Records Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
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) See instructions	*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process. 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.
	Jonathan Sandelman <input type="text"/> United States <input type="text"/> Name <input type="text"/> Country <input type="text"/> 590 Madison Ave., 26th Fl. <input type="text"/> New York <input type="text"/> NY <input type="text"/> 10022 <input type="text"/> Address <input type="text"/> City <input type="text"/> State <input type="text"/> Zip/Postal Code <input type="text"/> X  <input type="text"/> Pres. of Sole Member <input type="text"/> (attach additional page if necessary)

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

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 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.



Certificate
Number: B202010211160562
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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

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

10/21/2020

Work Order Item Number: W2020102100050-893419
Filing Number: 20200991451
Filing Type: Initial List
Filing Date/Time: 10/20/2020 4:17:00 PM
Filing Page(s): 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

MERCER STRATEGIES 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):

- Corporation
 This corporation is publicly traded, the Central Index Key number is: _____
- 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

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number E9914432020-0 Filing Number 20200991451 Filed On 10/20/2020 4:17:00 PM Number of Pages 2
---	---

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: Charitable Solicitation Information - check 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 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.****



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, OR EQUIVALENT OF: Title: Member

CSAC Acquisition Inc. United States
Name Country
590 Madison Ave., 26th Fl. New York NY 10022
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
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.

Jonathan Sandelman, Pres. of Mbr. 10/20/2020
Title Date

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. CEGAVSKE
Secretary of State

Entity# : 6523970
 Date Filed : 03/10/2017
 Pedro A. Cortés
 Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: Lauren Quitmeyer Name <hr/> 1801 Market Street, Suite 2300 Address <hr/> Philadelphia PA 19103 City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Certificate of Organization Domestic Limited Liability Company DSCB 15-8821(rev. 2/2017)  8821
--	---

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125.00 I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of 15 Pa.C.S. § 8821 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. **The name of the limited liability company (designator is required, i.e., “company”, “limited” or “limited liability company” or abbreviation):**
PA Health & Wellness LLC

2. **Complete part (a) or (b) - not both:**

(a) **The address of the limited liability company’s initial registered office in this Commonwealth is:**

(post office box alone is not acceptable)

<u>1801 Market Street, Suite 2300</u>	<u>Philadelphia</u>	<u>PA</u>	<u>19103</u>	<u>Philadelphia</u>
Number and Street	City	State	Zip	County

(b) **name of its commercial registered office provider and the county of venue is:**

c/o:
 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 sign on page 2):**

Name	Address
<u>Darren Weiss</u>	<u>1801 Market Street, Suite 2300, Philadelphia, Philadelphia, PA, United States, 19103</u>
_____	_____
_____	_____
_____	_____

4. **Effective date of Statement of Registration (check, and if appropriate complete, one of the following):**

The Certification of organization shall be effective upon filing in the Dept of State.

The Certification of organization shall be effective on:

_____ at _____
 Date(MM/DD/YYYY) Hour (if any)

PENN 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 8½ x 11 sheet.**

IN TESTIMONY WHEREOF, the organizer(s) has (have) signed this Certificate of Organization this 10 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

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

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Entity# : 6523970
Date Filed : 08/01/2017
Pedro A. Cortés
Secretary of the Commonwealth

Return document by mail to:
Kathlyn M Landicho
Name
8171 Maple Lawn Blvd., Suite 200
Address
Fulton MD 20759
City State Zip Code
 Return document by email to: _____

Certificate of Amendment-Domestic
Limited Partnership/Limited Liability Company
DSCB:15-8622/8822(rev. 2/2017)



8622

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70.00

Check one: Limited Partnership (§ 8622) Limited Liability Company (§ 8822)

In compliance with the requirements of the applicable provisions (relating to certificate of amendment), the undersigned, desiring to amend its Certificate of Limited Partnership/Certificate of Organization, hereby certifies that:

1. The name of the limited partnership/limited liability company is:

PA Health & Wellness LLC

2. The date of filing of the original Certificate of Limited Partnership/Certificate of Organization:

3/10/2017

Date(MM/DD/YYYY)

3. The current registered office address on file with the Department of State: *Complete part (a) OR (b) – not both:*

(a) 1801 Market Street, Suite 2300, Philadelphia, PA, 19103, Philadelphia,

Number and Street City State Zip County

(b) c/o:

Name of Commercial Registered Office Provider

County

4. 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:

The name and address of the LLC shall be changed/amended to be: PA Natural Medicine LLC with its registered office located at: 409 Stenton Ave. Flourtown, PA 19031.

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.

5. 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:

_____ at _____
Date(MM/DD/YYYY)

Hour (if any)

PENN File: August 1, 2017

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 1st day of August, 2017.

PA Health & Wellness LLC

Name of Limited Partnership/Limited Liability
Company

Joseph T Kelley III Esq

Signature

Counsel

Title

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

12/09/2020

Work Order Item Number: W2020120901197-989443
Filing Number: 20201092776
Filing Type: Articles of Organization
Filing Date/Time: 12/8/2020 11:55:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E10927772020-3 **Entity Name:** Parker RE MA, 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,

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

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E1092772020-3
Secretary of State State Of Nevada	Filing Number 20201092776
	Filed On 12/8/2020 11:55:00 AM
	Number of Pages 2

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Company

- NRS 86 - Articles of Organization Limited-Liability Company
- NRS 86.544 - Registration of Foreign Limited-Liability Company
- NRS 89 - Articles of Organization Professional Limited-Liability Company
- NRS 86.555 - Registration of Professional Foreign Limited-Liability Company

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

1. Name Being Registered in Nevada: <small>(See instructions)</small>	Parker RE MA, LLC		
2. Foreign Entity Name: <small>(Name in home jurisdiction)</small>			
3. Jurisdiction of Formation: <small>(Foreign Limited-Liability Companies)</small>	3a) Jurisdiction of formation: _____	3b) Date formed: _____	
	3c) I declare this entity is in good standing in the jurisdiction of its formation. <input type="checkbox"/>		
4. Registered Agent for Service of Process*: <small>(Check only one box)</small>	<input checked="" type="checkbox"/> Commercial Registered Agent:(name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below)		
	Corporate Creations Network Inc.		
	Name of Registered Agent OR Title of Office or Position with Entity		
	_____ Nevada	_____	
	Street Address	City	Zip Code
	_____ Nevada	_____	
	Mailing Address (if different from street address)	City	Zip Code
	_____ Nevada	_____	
4a. Certificate of Acceptance of Appointment of Registered Agent:	<i>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.</i>		
	X _____	Nicholas Nichols, Special Secretary	12/8/2020
	Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity		Date
5. Management: <small>(Domestic Limited-Liability Companies only)</small>	Company shall be managed by: (check one box) <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s)		
6. Name and Address of each Manager(s) or Managing Member(s): <small>(NRS 86 and NRS 86.544, see instructions)</small>	1) CSAC Acquisition Inc. United States		
	Name	Country	
	590 Madison Ave., 26th Fl.	New York	NY 10022
	Street Address	City	State Zip/Postal Code
Name and Address of the Original Manager(s) and Member(s): <small>(NRS 89, see instructions)</small>	2) _____		
	Name	Country	
	_____	_____	
	Street Address	City	State Zip/Postal Code
	_____	_____	
	Name	Country	
	_____	_____	
	Street Address	City	State Zip/Postal Code
	_____	_____	
7. Dissolution Date: <small>(Domestic only)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): _____		

This form must be accompanied 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.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 <input type="checkbox"/> Domestic Limited-Liability Company's only: <input type="checkbox"/> The Limited-Liability Company is a Restricted Limited-Liability Company								
10 Records Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____								
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____								
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) See instructions	<p>*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process.</p> <p>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.</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Deborah E. Kalstek, Paralegal</td> <td style="width: 40%;">United States</td> </tr> <tr> <td>Name</td> <td>Country</td> </tr> <tr> <td>140 Pearl St., Ste. 100</td> <td>Buffalo NY 14202</td> </tr> <tr> <td>Address</td> <td>City State Zip/Postal Code</td> </tr> </table> <p>X _____ (attach additional page if necessary)</p>	Deborah E. Kalstek, Paralegal	United States	Name	Country	140 Pearl St., Ste. 100	Buffalo NY 14202	Address	City State Zip/Postal Code
	Deborah E. Kalstek, Paralegal	United States							
Name	Country								
140 Pearl St., Ste. 100	Buffalo NY 14202								
Address	City State Zip/Postal Code								

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

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 **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.



Certificate
Number: B202012091267508
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. CEGAVSKE
Secretary of State

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

12/09/2020

Work Order Item Number: W2020120901197-989444
Filing Number: 20201092795
Filing Type: Initial List
Filing Date/Time: 12/8/2020 11:55:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E10927772020-3
Entity Name: Parker RE MA, 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

Parker RE MA, 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
 - This corporation is publicly traded, the Central Index Key number is:
- 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

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>Business Number</td> <td>E1092772020-3</td> </tr> <tr> <td>Filing Number</td> <td>20201092795</td> </tr> <tr> <td>Filed On</td> <td>12/8/2020 11:55:00 AM</td> </tr> <tr> <td>Number of Pages</td> <td>2</td> </tr> </table>	Business Number	E1092772020-3	Filing Number	20201092795	Filed On	12/8/2020 11:55:00 AM	Number of Pages	2
Business Number	E1092772020-3								
Filing Number	20201092795								
Filed On	12/8/2020 11:55:00 AM								
Number of Pages	2								

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: Charitable Solicitation Information - check 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 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.****



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

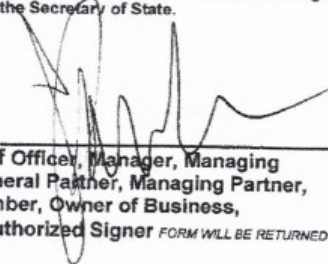
**Initial List and State
 Business License
 Application - Continued**

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

CORPORATION, INDICATE THE <u>PRESIDENT</u> , OR EQUIVALENT OF:		Title: Member	
CSAC Acquisition Inc.		United States	
Name		Country	
590 Madison Ave., 26th Fl.	New York	NY	10022
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>SECRETARY</u> , OR EQUIVALENT OF:		Title:	
Name		Country	
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>TREASURER</u> , OR EQUIVALENT OF:		Title:	
Name		Country	
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>DIRECTOR</u> :		Title:	
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

 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.

Jonathan Sandelman
 Title
 12/08/2020
 Date

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. CEGAVSKE
Secretary of State

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
Deputy Secretary for
Commercial Recordings

STATE OF NEVADA



OFFICE OF THE
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 Blvd 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

Work Order #: W2021100700059
October 7, 2021
Receipt Version: 1

Special Handling Instructions:

Submitter ID: 4471

Charges

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

Type	Description	Payment Status	Amount
Credit Card	6336131722586755903024	Success	\$425.00
Total			\$425.00

Credit Balance: \$0.00

DEBORAH ELIZABETH KALSTEK
The Guaranty Bldg. 140 Pearl St., Ste. 100
Buffalo, NY 14202, USA

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
Deputy Secretary for
Commercial Recordings

STATE OF NEVADA



OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings & Notary Division
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Fax (775) 684-7138
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North Las Vegas, NV 89030
Telephone (702) 486-2880
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DEBORAH ELIZABETH KALSTEK
The Guaranty Bldg. 140 Pearl St., Ste. 100
Buffalo, NY 14202, USA

Work Order #: W2021100700059
October 7, 2021
Receipt Version: 1

Special Handling Instructions:

Submitter ID: 4471

Charges

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

Type	Description	Payment Status	Amount
Credit Card	6336131722586755903024	Success	\$425.00
Total			\$425.00

Credit Balance: \$0.00

DEBORAH ELIZABETH KALSTEK
The Guaranty Bldg. 140 Pearl St., Ste. 100
Buffalo, NY 14202, USA

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

10/07/2021

Work Order Item Number: W2021100700059 - 1635983
Filing Number: 20211807745
Filing Type: Articles of Organization
Filing Date/Time: 10/07/2021 06:26:27 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E18077462021-6

Entity Name: Parker RE 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,

A handwritten signature in cursive script that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Secretary of State

Page 1 of 1

Commercial Recording Division
202 N. Carson Street

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

10/07/2021

Work Order Item Number: W2021100700059 - 1635984
Filing Number: 20211807747
Filing Type: Initial List
Filing Date/Time: 10/07/2021 06:26:28 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E18077462021-6

Entity Name: Parker RE 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,

A handwritten signature in cursive script that reads "Barbara K. Cegavske".

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

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 <input type="checkbox"/> Domestic Limited-Liability Company's only: The Limited-Liability Company is a Restricted Limited-Liability Company <input type="checkbox"/>
10. Records Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip code _____ Country <input type="text"/>
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip code _____ Country <input type="text"/>
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) See instructions	*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process. 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. <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; padding: 2px;">Deborah E. Kalstek</div> <div style="border: 1px solid black; padding: 2px;">United States</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> Name Country </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div style="border: 1px solid black; padding: 2px;">c/o Hodgson Russ LLP, 140 Pearl St Ste 100</div> <div style="border: 1px solid black; padding: 2px;">Buffalo</div> <div style="border: 1px solid black; padding: 2px;">NY</div> <div style="border: 1px solid black; padding: 2px;">14202</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> Address City State Zip/Postal Code </div> <div style="margin-top: 10px;"> X <u>Deborah E. Kalstek</u> (attach additional page if necessary) </div>

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:

(attach additional page(s) if necessary)



BARBARA K. CEGAUSKE
 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):

- Corporation
 - This corporation is publicly traded, the Central Index Key number is:
- 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

Filed in the Office of <i>Barbara K. Cegauske</i> Secretary of State State Of Nevada	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>Business Number</td> <td>E18077462021-6</td> </tr> <tr> <td>Filing Number</td> <td>20211807747</td> </tr> <tr> <td>Filed On</td> <td>10/07/2021 06:26:28 AM</td> </tr> <tr> <td>Number of Pages</td> <td>2</td> </tr> </table>	Business Number	E18077462021-6	Filing Number	20211807747	Filed On	10/07/2021 06:26:28 AM	Number of Pages	2
Business Number	E18077462021-6								
Filing Number	20211807747								
Filed On	10/07/2021 06:26:28 AM								
Number of Pages	2								

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.
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: Charitable Solicitation Information - check 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 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.****



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 MANAGING MEMBER:

CSAC Acquisition Inc.		USA	
Name		Country	
2601 South Bayshore Drive Suite 900	Miami	FL	33133
Address	City	State	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 Jonathan Sandelman
 Signature of Officer, Manager, Managing Member, General Partner, Managing Partner, Trustee, Member, Owner of Business, Partner or Authorized Signer *FORM WILL BE RETURNED IF*

Authorized Signer
 Title

10/07/2021
 Date

UNSIGNED

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 **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 <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.

Barbara K. Cegavske

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.

BARBARA K. CEGAVSKE
Secretary of State

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

02/11/2021

Work Order Item Number: W2021021100749-1124170
Filing Number: 20211232342
Filing Type: Articles of Organization
Filing Date/Time: 2/11/2021 8:00:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E12323432021-3 **Entity Name:** Parker Solutions 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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
www.nvsilverflume.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E12323432021-3
Secretary of State	Filing Number 20211232342
State Of Nevada	Filed On 2/11/2021 8:00:00 AM
	Number of Pages 2

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Company

NRS 86 - Articles of Organization Limited-Liability Company
 NRS 86.544 - Registration of Foreign Limited-Liability Company
 NRS 89 - Articles of Organization Professional Limited-Liability Company
 NRS 86.555 - Registration of Professional Foreign Limited-Liability Company

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

1. Name Being Registered in Nevada: <small>(See instructions)</small>	Parker Solutions FL, LLC
2. Foreign Entity Name: <small>(Name in home jurisdiction)</small>	
3. Jurisdiction of Formation: <small>(Foreign Limited-Liability Companies)</small>	3a) Jurisdiction of formation: <input type="text"/> 3b) Date formed: <input type="text"/> 3c) I declare this entity is in good standing in the jurisdiction of its formation. <input type="checkbox"/>
4. Registered Agent for Service of Process*: <small>(Check only one box)</small>	<input checked="" type="checkbox"/> Commercial Registered Agent: (name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below) Corporate Creations Network Inc. Name of Registered Agent OR Title of Office or Position with Entity 8275 South Eastern Avenue #200 Las Vegas Nevada 89123 <small>Street Address City State Zip Code</small> <input type="text"/> Nevada <input type="text"/> <small>Mailing Address (if different from street address) City Zip Code</small>
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 is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form. X <i>Nicholas Nichols</i> Nicholas Nichols, Special Secretary 2/11/2021 <small>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date</small>
5. Management: <small>(Domestic Limited-Liability Companies only)</small>	Company shall be managed by: (check one box) <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s)
6. Name and Address of each Manager(s) or Managing Member(s): <small>(NRS 86 and NRS 86.544, see instructions)</small> Name and Address of the Original Manager(s) and Member(s): <small>(NRS 89, see instructions)</small> IMPORTANT: A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing.	1) CSAC Acquisition FL Corp. United States <small>Name Country</small> 18770 N CR 225 Gainsville FL 32609 <small>Street Address City State Zip/Postal Code</small> 2) <input type="text"/> <input type="text"/> <small>Name Country</small> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <small>Street Address City State Zip/Postal Code</small> 3) <input type="text"/> <input type="text"/> <small>Name Country</small> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <small>Street Address City State Zip/Postal Code</small>
7. Dissolution Date: <small>(Domestic only)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): <input type="text"/>

This form must be accompanied by appropriate fees.



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

**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 <input type="checkbox"/> Domestic Limited-Liability Company's only: <input type="checkbox"/> The Limited-Liability Company is a Restricted Limited-Liability Company
10 Records Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
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) See instructions	<p>*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process.</p> <p>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.</p> <p>Sheri Cholodofsky <input type="text"/> United States <input type="text"/> Name Country 18770 N CR 225 Gainsville FL 32609 Address City State Zip/Postal Code</p> <p>X <i>Sheri Cholodofsky</i> _____ (attach additional page if necessary) 192864251103409...</p>

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

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 **Parker Solutions FL, LLC** did, on 02/11/2021, 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: B202102111425744
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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

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

02/11/2021

Work Order Item Number: W2021021100749-1124171
Filing Number: 20211232356
Filing Type: Initial List
Filing Date/Time: 2/11/2021 8:00:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E12323432021-3 **Entity Name:** Parker Solutions 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

Parker Solutions FL, 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
- This corporation is publicly traded, the Central Index Key number is:

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number E12323432021-3
	Filing Number 20211232356
	Filed On 2/11/2021 8:00:00 AM
	Number of Pages 2

- 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 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: Charitable Solicitation Information - check 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 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.****



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 <u>PRESIDENT</u> , OR EQUIVALENT OF:		Title: Member	
CSAC Acquisition FL Corp.		United States	
Name		Country	
18770 N CR 225	Gainsville	FL	32609
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>SECRETARY</u> , OR EQUIVALENT OF:		Title:	
Name		Country	
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>TREASURER</u> , OR EQUIVALENT OF:		Title:	
Name		Country	
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>DIRECTOR</u> :		Title:	
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 DocuSigned by:
Shari Chodofsky
192864251103409
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.

President/CEO of Member
Date 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. CEGAVSKE
Secretary of State

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

10/14/2021

Work Order Item Number: W2021101301793-1648996
Filing Number: 20211822119
Filing Type: Articles of Organization
Filing Date/Time: 10/13/2021 10:27:00 AM
Filing Page(s): 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,

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

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E18221202021-3
Secretary of State State Of Nevada	Filing Number 20211822119
	Filed On 10/13/2021 10:27:00 AM
	Number of Pages 2

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Company

- NRS 86 - Articles of Organization Limited-Liability Company
- NRS 86.544 - Registration of Foreign Limited-Liability Company
- NRS 89 - Articles of Organization Professional Limited-Liability Company
- NRS 86.555 - Registration of Professional Foreign Limited-Liability Company

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

1. Name Being Registered in Nevada: <small>(See instructions)</small>	PARKER SOLUTIONS IL, LLC
2. Foreign Entity Name: <small>(Name in home jurisdiction)</small>	
3. Jurisdiction of Formation: <small>(Foreign Limited-Liability Companies)</small>	3a) Jurisdiction of formation: _____ 3b) Date formed: _____ 3c) I declare this entity is in good standing in the jurisdiction of its formation. <input type="checkbox"/>
4. Registered Agent for Service of Process: <small>(Check only one box)</small>	<input checked="" type="checkbox"/> Commercial Registered Agent: (name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below) Corporate Creations Network Inc. Name of Registered Agent OR Title of Office or Position with Entity 8275 South Eastern Avenue #200 Las Vegas Nevada 89123 Street Address City Zip Code Mailing Address (if different from street address) City Zip Code
4a. Certificate of Acceptance of Appointment of Registered Agent:	<i>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.</i> X <u>Nicholas Nichols</u> Nicholas Nichols, Special Secretary 10/13/2021 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date
5. Management: <small>(Domestic Limited-Liability Companies only)</small>	Company shall be managed by: (check one box) <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s)
6. Name and Address of each Manager(s) or Managing Member(s): <small>(NRS 86 and NRS 86.544, see instructions)</small> Name and Address of the Original Manager(s) and Member(s): <small>(NRS 89, see instructions)</small> <small>IMPORTANT: A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing.</small>	1) CSAC Acquisition Inc. United States Name Country 2601 South Bayshore Dr., Ste. 900 Miami FL 33133 Street Address City State Zip/Postal Code 2) _____ Name Country Street Address City State Zip/Postal Code 3) _____ Name Country Street Address City State Zip/Postal Code
7. Dissolution Date: <small>(Domestic only)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): _____

This form must be accompanied 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.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 <input type="checkbox"/> Domestic Limited-Liability Company's only: The Limited-Liability Company is a Restricted Limited-Liability Company <input type="checkbox"/>
10 Records Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country <input type="text"/>
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country <input type="text"/>
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) See instructions	<p>*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process.</p> <p>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.</p> <p>Deborah E. Kalstek, Paralegal, c/o Hodgson Russ LLP <input type="text"/> <input type="text" value="United States"/></p> <p>Name <input type="text"/> Country <input type="text"/></p> <p>140 Pearl St., Ste. 100 <input type="text"/> Buffalo <input type="text"/> NY <input type="text" value="14202"/></p> <p>Address <input type="text"/> City <input type="text"/> State <input type="text"/> Zip/Postal Code <input type="text"/></p> <p>X <i>Deborah E. Kalstek</i> Organizer/Auth. Rep. <input type="text"/> (attach additional page if necessary)</p>

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

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

10/14/2021

Work Order Item Number: W2021101301793-1648997
Filing Number: 20211822131
Filing Type: Initial List
Filing Date/Time: 10/13/2021 10:27:00 AM
Filing Page(s): 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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.nvssa.gov
www.nvsilverflume.gov

Initial List and State Business License Application

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

PARKER SOLUTIONS IL, 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
- This corporation is publicly traded, the Central Index Key number is:
- 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

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number E18221202021-3
	Filing Number 20211822131
	Filed On 10/13/2021 10:27:00 AM
	Number of Pages 2

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: Charitable Solicitation Information - check 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 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.****



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

**Initial List and State
 Business License
 Application - Continued**

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

CORPORATION, INDICATE THE <u>PRESIDENT</u> , OR EQUIVALENT OF:		Title: <input type="text" value="Member"/>	
<input type="text" value="CSAC Acquisition Inc."/>		<input type="text" value="United States"/>	
Name		Country	
<input type="text" value="2601 South Bayshore Dr., Ste. 900"/>		<input type="text" value="Miami"/>	<input type="text" value="FL 33133"/>
Address		City	State Zip/Postal Code
CORPORATION, INDICATE THE <u>SECRETARY</u> , OR EQUIVALENT OF:		Title: <input type="text"/>	
<input type="text"/>		<input type="text"/>	
Name		Country	
<input type="text"/>		<input type="text"/>	<input type="text"/>
Address		City	State Zip/Postal Code
CORPORATION, INDICATE THE <u>TREASURER</u> , OR EQUIVALENT OF:		Title: <input type="text"/>	
<input type="text"/>		<input type="text"/>	
Name		Country	
<input type="text"/>		<input type="text"/>	<input type="text"/>
Address		City	State Zip/Postal Code
CORPORATION, INDICATE THE <u>DIRECTOR</u> :		Title: <input type="text"/>	
<input type="text"/>		<input type="text"/>	
Name		Country	
<input type="text"/>		<input type="text"/>	<input type="text"/>
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

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.

<input type="text" value="Deborah E. Kalstek, Auth. Rep."/>	<input type="text" value="10/13/2021"/>
Title	Date

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 **PARKER SOLUTIONS IL, LLC** did, on 10/13/2021, 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: B202110142070937
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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

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.

Handwritten signature of Barbara K. Cegavske in black ink.

BARBARA K. CEGAVSKE
Secretary of State

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

11/19/2020

Work Order Item Number: W2020111802529-946952
Filing Number: 20201051080
Filing Type: Articles of Organization
Filing Date/Time: 11/18/2020 8:21:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E10510812020-2 **Entity Name:** Parker Solutions MA, 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,

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

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E10510812020-2
Secretary of State State Of Nevada	Filing Number 20201051080
	Filed On 11/18/2020 8:21:00 AM
	Number of Pages 2

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Company

- | | |
|---|--|
| <input checked="" type="checkbox"/> NRS 86 - Articles of Organization Limited-Liability Company | <input type="checkbox"/> NRS 86.544 - Registration of Foreign Limited-Liability Company |
| <input type="checkbox"/> NRS 89 - Articles of Organization Professional Limited-Liability Company | <input type="checkbox"/> NRS 86.555 - Registration of Professional Foreign Limited-Liability Company |

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

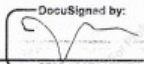
1. Name Being Registered in Nevada: <small>(See instructions)</small>	Parker Solutions MA, LLC
2. Foreign Entity Name: <small>(Name in home jurisdiction)</small>	
3. Jurisdiction of Formation: <small>(Foreign Limited-Liability Companies)</small>	3a) Jurisdiction of formation: _____ 3b) Date formed: _____ 3c) I declare this entity is in good standing in the jurisdiction of its formation. <input type="checkbox"/>
4. Registered Agent for Service of Process: <small>(Check only one box)</small>	<input checked="" type="checkbox"/> Commercial Registered Agent (name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below) Corporate Creations Network Inc. Name of Registered Agent OR Title of Office or Position with Entity 8275 South Eastern Avenue #200 Las Vegas Nevada 89123 Street Address City State Zip Code _____ _____ 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 above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form. X <i>Nicholas Nichols</i> Nicholas Nichols, Special Secretary 11/18/2020 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date
5. Management: <small>(Domestic Limited-Liability Companies only)</small>	Company shall be managed by: (check one box) <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s)
6. Name and Address of each Manager(s) or Managing Member(s): <small>(NRS 86 and NRS 86.544, see instructions)</small> Name and Address of the Original Manager(s) and Member(s): <small>(NRS 89, see instructions)</small> IMPORTANT: A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing.	1) Sira Naturals Inc. United States Name Country 300 Trade Center, Ste. 7750 Woburn MA 01801 Street Address City State Zip/Postal Code 2) _____ Name Country _____ Street Address City State Zip/Postal Code 3) _____ Name Country _____ Street Address City State Zip/Postal Code
7. Dissolution Date: <small>(Domestic only)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): _____

This form must be accompanied by appropriate fees.



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

**Formation -
 Limited-Liability Company**
 Continued, Page 2

8. Profession to be Practiced: (NRS 89 only)	Center, St. 1750
9. Series and/or Restricted Limited-Liability Company: (Optional)	Check box if a Series Limited-Liability Company <input type="checkbox"/> Domestic Limited-Liability Company's only: <input type="checkbox"/> The Limited-Liability Company is a Restricted Limited-Liability Company
10 Records Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
12. Name, Address and Signature of the Organizer: (NRS 86, NRS 89 -Each Organizer must be a licensed professional.)	*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process. 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.
Name and Signature of Manager or Member: (NRS 86.544 only) See instructions	Jonathan Sandelman United States Name Country 590 Madison Ave, 26th Fl. New York NY 10022 Address City State Zip/Postal Code X  Secy. of Member (attach additional page if necessary) SF9D1C6F84094EC...

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

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 **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 <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. CEGAVSKE
Secretary of State

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

11/19/2020

Work Order Item Number: W2020111802529-946953
Filing Number: 20201051085
Filing Type: Initial List
Filing Date/Time: 11/18/2020 8:21:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E10510812020-2 **Entity Name:** Parker Solutions MA, 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

Parker Solutions MA, 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
 - This corporation is publicly traded, the Central Index Key number is:
- 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

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number E10510812020-2 Filing Number 20201051085 Filed On 11/18/2020 8:21:00 AM Number of Pages 2
---	--

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: Charitable Solicitation Information - check 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 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.****



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, OR EQUIVALENT OF: Title: Member

Sira Naturals, Inc. United States
Name Country
300 Trade Center, Ste. 7750 Woburn MA 01801
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 DocuSigned by:

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.

Jonathan Sandelman, Secy. of Mbr. 11/16/2020
Title Date

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. 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.
 3. **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
 7. **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*

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

02/01/2021

Work Order Item Number: W2021012901560-1092054
Filing Number: 20211207452
Filing Type: Articles of Organization
Filing Date/Time: 1/29/2021 10:46:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E12074532021-6

Entity Name: Parker Solutions OH, 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,

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

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E12074532021-6
Secretary of State State Of Nevada	Filing Number 20211207452
	Filed On 1/29/2021 10:46:00 AM
	Number of Pages 2

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Company

- NRS 86 - Articles of Organization Limited-Liability Company
- NRS 86.544 - Registration of Foreign Limited-Liability Company
- NRS 89 - Articles of Organization Professional Limited-Liability Company
- NRS 86.555 - Registration of Professional Foreign Limited-Liability Company

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

1. Name Being Registered in Nevada: <small>(See instructions)</small>	Parker Solutions OH, LLC
2. Foreign Entity Name: <small>(Name in home jurisdiction)</small>	
3. Jurisdiction of Formation: <small>(Foreign Limited-Liability Companies)</small>	3a) Jurisdiction of formation: _____ 3b) Date formed: _____ 3c) I declare this entity is in good standing in the jurisdiction of its formation. <input type="checkbox"/>
4. Registered Agent for Service of Process*: <small>(Check only one box)</small>	<input checked="" type="checkbox"/> Commercial Registered Agent:(name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below) Corporate Creations Network Inc. Name of Registered Agent OR Title of Office or Position 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
4a. Certificate of Acceptance of Appointment of Registered Agent:	<i>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.</i> X <i>[Signature]</i> Nicholas Nichols, Special Secretary 1/29/2021 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date
5. Management: <small>(Domestic Limited-Liability Companies only)</small>	Company shall be managed by: (check one box) <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s)
6. Name and Address of each Manager(s) or Managing Member(s): <small>(NRS 86 and NRS 86.544, see instructions)</small> Name and Address of the Original Manager(s) and Member(s): (NRS 89, see instructions) <small>IMPORTANT: A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing.</small>	1) CSAC Acquisition Inc. United States Name Country 590 Madison Ave., 26th Fl. New York NY 10022 Street Address City State Zip/Postal Code 2) _____ Name Country _____ Street Address City State Zip/Postal Code 3) _____ Name Country _____ Street Address City State Zip/Postal Code
7. Dissolution Date: <small>(Domestically)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): _____

This form must be accompanied 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.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 <input type="checkbox"/> Domestic Limited-Liability Company's only: <input type="checkbox"/> The Limited-Liability Company is a Restricted Limited-Liability Company
10 Records Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country <input type="text"/>
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country <input type="text"/>
12. Name, Address and Signature of the Organizer: (NRS 86, NRS 89 -Each Organizer must be a licensed professional.)	<p>*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process.</p> <p>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.</p>
Name and Signature of Manager or Member: (NRS 86.544 only) See instructions	Deborah E. Kalstek <input type="text"/> United States <input type="text"/> Name Country c/o Hodgson Russ LLP, 140 Pearl St., Ste. 100 Buffalo NY 14202 Address City State Zip/Postal Code X (attach additional page if necessary)

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

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 **Parker Solutions OH, LLC** did, on 01/29/2021, 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.

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. CEGAVSKE
Secretary of State



Certificate
Number: B202102011397141
You may verify this certificate
online at <http://www.nvsos.gov>

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

02/01/2021

Work Order Item Number: W2021012901560-1092055
Filing Number: 20211207469
Filing Type: Initial List
Filing Date/Time: 1/29/2021 10:46:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: E12074532021-6

Entity Name: Parker Solutions OH, 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,

A handwritten signature in cursive script that reads "Barbara K. Cegavske".

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

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

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
 - This corporation is publicly traded, the Central Index Key number is:
- 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

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>Business Number</td> <td>E12074532021-6</td> </tr> <tr> <td>Filing Number</td> <td>20211207469</td> </tr> <tr> <td>Filed On</td> <td>1/29/2021 10:46:00 AM</td> </tr> <tr> <td>Number of Pages</td> <td>2</td> </tr> </table>	Business Number	E12074532021-6	Filing Number	20211207469	Filed On	1/29/2021 10:46:00 AM	Number of Pages	2
Business Number	E12074532021-6								
Filing Number	20211207469								
Filed On	1/29/2021 10:46:00 AM								
Number of Pages	2								

Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers, may be listed on a supplemental page.

<p>CHECK ONLY IF APPLICABLE</p> <p>Pursuant to NRS Chapter 76, this entity is exempt from the business license fee.</p> <p><input type="checkbox"/> 001 - Governmental Entity</p> <p><input type="checkbox"/> 006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number <input style="width: 100px;" type="text"/></p>
<p>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.</p> <p><input type="checkbox"/> Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the business license fee. Exemption code 002</p>
<p>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.</p> <p><input type="checkbox"/> Unit-owners' Association <input type="checkbox"/> Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c)</p>
<p>For nonprofit entities formed under NRS Chapter 82 and 80: Charitable Solicitation Information - check applicable box</p> <p>Does the Organization intend to solicit charitable or tax deductible contributions?</p> <p><input type="checkbox"/> No - no additional form is required</p> <p><input type="checkbox"/> Yes - the "Charitable Solicitation Registration Statement" is required.</p> <p><input type="checkbox"/> The Organization claims exemption pursuant to NRS 82A.210 - the "Exemption From Charitable Solicitation Registration Statement" is required</p> <p style="text-align: center;">** Failure to include the required statement form will result in rejection of the filing and could result in late fees.**</p>



BARBARA K. CEGAUSKE
 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 <u>PRESIDENT</u> , OR EQUIVALENT OF:		Title: <input type="text" value="Member"/>	
<input type="text" value="CSAC Acquisition Inc."/>		<input type="text" value="United States"/>	
Name		Country	
<input type="text" value="590 Madison Ave., 26th Fl."/>	<input type="text" value="New York"/>	<input type="text" value="NY"/>	<input type="text" value="10022"/>
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>SECRETARY</u> , OR EQUIVALENT OF:		Title: <input type="text"/>	
<input type="text"/>		<input type="text"/>	
Name		Country	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>TREASURER</u> , OR EQUIVALENT OF:		Title: <input type="text"/>	
<input type="text"/>		<input type="text"/>	
Name		Country	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Address	City	State	Zip/Postal Code
CORPORATION, INDICATE THE <u>DIRECTOR</u> :			
<input type="text"/>		<input type="text"/>	
Name		Country	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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

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.

<input type="text" value="Deborah E. Kalstek, Auth. Signer"/>	<input type="text" value="01/29/2021"/>
Title	Date

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. CEGAVSKE
Secretary of State

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

10/21/2020

Work Order Item Number: W2020102100192-893590
Filing Number: 20200992541
Filing Type: Articles of Organization
Filing Date/Time: 10/20/2020 4:19:00 PM
Filing Page(s): 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,

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.nvsilverfume.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E9925422020-7
Secretary of State State Of Nevada	Filing Number 20200992541
	Filed On 10/20/2020 4:19:00 PM
	Number of Pages 2

ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Company

- NRS 86 - Articles of Organization Limited-Liability Company
 NRS 86.544 - Registration of Foreign Limited-Liability Company
 NRS 89 - Articles of Organization Professional Limited-Liability Company
 NRS 86.555 - Registration of Professional Foreign Limited-Liability Company

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

1. Name Being Registered in Nevada: (See Instructions)	PARKER SOLUTIONS PA, LLC		
2. Foreign Entity Name: (Name in home jurisdiction)			
3. Jurisdiction of Formation: (Foreign Limited-Liability Companies)	3a) Jurisdiction of formation: _____	3b) Date formed: _____	
	3c) I declare this entity is in good standing in the jurisdiction of its formation. <input type="checkbox"/>		
4. Registered Agent for Service of Process*: (Check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent (name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below)		
	Corporate Creations Network Inc.		
	Name of Registered Agent OR Title of Office or Position with Entity		
	8275 South Eastern Avenue #200	Las Vegas	Nevada 89123
	Street Address	City	State Zip Code
			Nevada
	Mailing Address (if different from street address)	City	Zip Code
4a. Certificate of Acceptance of Appointment of Registered Agent:	<i>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.</i> <input checked="" type="checkbox"/> <i>Nicholas Nichols</i> Nicholas Nichols, Special Secretary 10/20/2020 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date		
5. Management: (Domestic Limited-Liability Companies only)	Company shall be managed by: (check one box) <input type="checkbox"/> Manager(s) OR <input checked="" type="checkbox"/> Member(s)		
6. Name and Address of each Manager(s) or Managing Member(s): (NRS 86 and NRS 86.544, see instructions)	1) CSAC Acquisition Inc. United States		
	Name Country		
	590 Madison Ave., 26th Fl.	New York	NY 10022
	Street Address	City	State Zip/Postal Code
Name and Address of the Original Manager(s) and Member(s): (NRS 89, see instructions)	2) _____		
	Name Country		
	_____	_____	_____
	Street Address	City	State Zip/Postal Code
IMPORTANT: A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing.	3) _____		
	Name Country		
	_____	_____	_____
	Street Address	City	State Zip/Postal Code
7. Dissolution Date: (Domestic only)	Latest date upon which the company is to dissolve (if existence is not perpetual): _____		

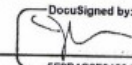
This form must be accompanied by appropriate fees.

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.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 <input type="checkbox"/> Domestic Limited-Liability Company's only: <input type="checkbox"/> The Limited-Liability Company is a Restricted Limited-Liability Company
10 Records Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
11. Street Address of Principal Office: (Foreign Limited-Liability Companies)	Address _____ City _____ State _____ Zip Code _____ Country _____
12. Name, Address and Signature of the Organizer: (NRS 86, NRS 89 -Each Organizer must be a licensed professional.)	*Foreign Limited-Liability Company - In the event the designated Agent for Service of Process resigns and is not replaced or the agent's authority has been revoked or the agent cannot be found or served with exercise of reasonable diligence, then the Secretary of State is hereby appointed as the Agent for Service of Process.
Name and Signature of Manager or Member: (NRS 86.544 only) See instructions	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. Jonathan Sandelman <input type="text"/> United States <input type="text"/> Name <input type="text"/> Country <input type="text"/> 590 Madison Ave., 26th Fl. <input type="text"/> New York <input type="text"/> NY <input type="text"/> 10022 <input type="text"/> Address <input type="text"/> City <input type="text"/> State <input type="text"/> Zip/Postal Code <input type="text"/> X  <input type="text"/> Pres. of Sole Member <input type="text"/> (attach additional page if necessary)

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

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 **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.



Certificate
Number: B202010211161805
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. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

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

10/21/2020

Work Order Item Number: W2020102100192-893591
Filing Number: 20200992545
Filing Type: Initial List
Filing Date/Time: 10/20/2020 4:19:00 PM
Filing Page(s): 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,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

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

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

PARKER SOLUTIONS 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):

Corporation

This corporation is publicly traded, the Central Index Key number is:

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

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number E9925422020-7 Filing Number 2020092545 Filed On 10/20/2020 4:19:00 PM Number of Pages 2
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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: Charitable Solicitation Information - check applicable box
Does the Organization intend to solicit charitable or tax deductible contributions?

No - no additional form is required

Yes - the "CharitableSolicitation 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.****



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, OR EQUIVALENT OF: Title:

Name Country

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.

DocuSigned by:

SF9D1C6F84094EC

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.

Title Date

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. CEGAVSKE
Secretary of State

WFG
Examiner

[Signature]
Name
Approved

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

Bay State Patients Group, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

The purpose of Bay State Patients Group, Inc. is to offer patient centered therapies in a holistic way in the spirit of renewing the age old concept that good physical health is intimately related to the body's connection to both the healthy mind and healthy soul.

The Corporation is and shall at all times be operated exclusively within the meaning of Massachusetts General Laws c. 180, as amended.

In connection therewith, the Corporation may engage in any such other activities and programs, including grant making, in furtherance of the foregoing purposes as may be carried out by a corporation organized under Massachusetts General Laws, c. 180.

- C
- P
- M
- R.A.

7
P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

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.

AVI Data System
www.avidata.com
10000 15th St
Denver, CO 80202
For Professional Copy, Contact: Sales@AVI.com

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:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
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/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) 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 13 day of June, 20 13.

Andrew Gold

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 he/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

<u>Office</u>	<u>Name</u>	<u>Residential Address</u>	<u>Post Office Address</u>
President	Andrew Gold	909 Beacon Street Boston, MA 02215	Same
Treasurer	Andrew Gold	909 Beacon Street Boston, MA 02215	Same
Secretary/ Clerk	Andrew Gold	909 Beacon Street ✓ Boston, MA 02215	Same

Directors

<u>Name</u>	<u>Residential Address</u>	<u>Post Office Address</u>
Andrew Gold	909 Beacon Street Boston, MA 02215	

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

1208

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 day of June 2013.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

1200702

SECRETARY OF THE
COMMONWEALTH
CORPORATIONS DIVISION
2013 JUN 18 PM 3:57

TO BE FILLED IN BY CORPORATION
Contact information:

Elizabeth S. Reinhardt

Law Offices of Elizabeth S. Reinhardt

33 Bradford Street, Concord, MA 01742

Telephone: (978) 341-4628

Email: ereinhardt@lizreinhardtllaw.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

D

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 TYPED

RECEIVED

Domestic Non-Profit with a Pending Provisional
or Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation

JAN 23 2018

(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

MA Dept. of Public Health
99 (1) Exact name of the non-profit:
Boston, MA 02111

SIRA NATURALS, INC.

465147723

(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.

8
P.C.

D

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

FORM MUST

RECEIVED

RECEIVED

Articles of Entity Conversion of a Domestic Non-Profit with a Pending Provisional Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

JAN 23 2018

Sira Naturals, Inc. is a Medical Marijuana Treatment Center with the Department of Public Health in accordance with 105 CMR 725.004 as of January 24, 2018.

By: [Signature]
Bryan Harter
Director
Medical Use of Marijuana Program
Bureau of Healthcare Safety and Quality
Massachusetts Department of Public Health

MA Dept. of Public Health
99 (1) Exact Name of the non-profit:
Boston MA 02111

SIRA NATURALS, INC. 405-147723

(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.

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.

ARTICLE V

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 "Corporation") shall have authority to issue is 275,000 shares of Common Stock, no par value per share ("Common Stock"), of which (1) 137,500 shares are designated Series A Common Stock ("Series A Common Stock"); and (2) 137,500 shares are designated Series B Common Stock ("Series B Common Stock").

I. COMMON STOCK

1. General. 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. Voting Rights. 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. Dividends. 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 on which the dividend is paid so that: (i) owners of Series A Common Stock shall receive 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. Liquidation. 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.

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) above, 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.

(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.

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
- 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

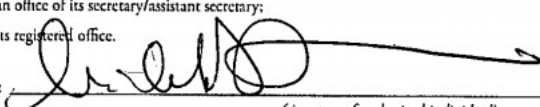
Secretary: Louis F. Karger, 300 Trade Center, Suite 770, Woburn, MA 01801

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, which is
(number, street, city or town, state, zip code)

- its principal office;
- an office of its transfer agent;
- an office of its secretary/assistant secretary;
- its registered office.

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

1305167

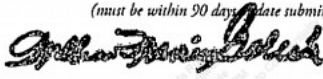
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

9034

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)

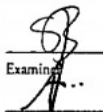
I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 475 having been paid, said articles are deemed to have been filed with me this 7 day of February, 2018, at 11:34 a.m./p.m.
time

Effective date: _____
(must be within 90 days of date submitted)



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250


Examined
Name approval

C

TO BE FILLED IN BY CORPORATION
Contact Information:

M

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.

SECRETARY OF THE
COMMONWEALTH
2018 FEB - 7 AM 11:34
CORPORATIONS DIVISION

D
PC

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Amendment

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)

(1) Exact name of corporation: SIRA NATURAL S INC.

(2) Registered office address: 225 CEDAR HILL STREET #200, MARLBOROUGH, MA 01752
(number, street, city or town, state, zip code)

(3) These articles of amendment affect article(s): Article II
(specify the number(s) of article(s) being amended (I-VI))

(4) Date adopted: April 1, 2020
(month, day, year)

(5) Approved by:

(check appropriate box)

- the incorporators.
- the board of directors without shareholder approval and shareholder approval was not required.
- the board of directors and the shareholders in the manner required by law and the articles of organization.

(6) State the article number and the text of the amendment. Unless contained in the text of the amendment, state the provisions for implementing the exchange, reclassification or cancellation of issued shares.

Article II

The corporation is organized: (a) for cultivation, manufacture, and transportation of medical use and adult use cannabis and cannabis products, the retail sale of medical use cannabis and cannabis products, and the wholesale of medical and adult use cannabis and cannabis products; (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.

Sira Naturals, Inc. is licensed to engage in the business activities described in these Articles of Amendment.



Shawn Collins
Executive Director
Cannabis Control Commission

PC.

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:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

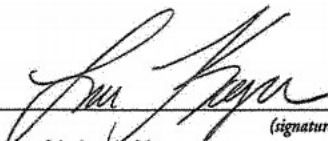
Total authorized after amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

(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 thereto.

All rights reserved.
 Copyright © 2019
 All rights reserved.
 Copyright © 2019
 All rights reserved.
 Copyright © 2019

Signed by:  _____
 (signature of authorized individual)

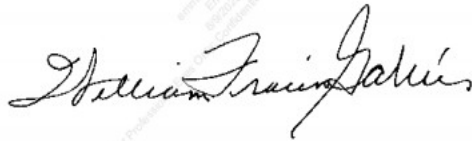
- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 30th day of June, 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

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style. A faint, diagonal watermark is visible behind the signature, containing the text: "No Filing Fee", "www.mass.gov", "Article 15B, 805 CMR 1.00", and "For Preparation, Submit to Commonwealth Treasurer".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

D

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 TYPED

RECEIVED

Domestic Non-Profit with a Pending Provisional
or Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation

JAN 23 2018

(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

MA Dept. of Public Health
99 (1) Exact Name of the non-profit:
Boston, MA 02111

SIRA NATURALS, INC.

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.

8
P.C.

D

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Sira Naturals, Inc. is a Medical Marijuana Treatment Center with the Department of Public Health in accordance with 105 CMR 725.004 as of January 24, 2018.

Bryan Harter
Director
Medical Use of Marijuana Program
Bureau of Healthcare Safety and Quality
Massachusetts Department of Public Health

FORM MUST BE TYPED **Articles of Entity Conversion of a** FORM MUST

RECEIVED

RECEIVED

Domestic Non-Profit with a Pending Provisional for Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation (General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

JAN 23 2018

MA Dept. of Public Health
93 (19) Exact Name of the non-profit
Boston MA 02111

Exact Name of the non-profit: SIRA NATURALS, INC. 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.

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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)			

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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.

ARTICLE V

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.

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The total number of shares of all classes of capital stock which Sira Naturals Inc. (the "Corporation") shall have authority to issue is 275,000 shares of Common Stock, no par value per share ("Common Stock"), of which (1) 137,500 shares are designated Series A Common Stock ("Series A Common Stock"); and (2) 137,500 shares are designated Series B Common Stock ("Series B Common Stock").

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3. Dividends. 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 on which the dividend is paid so that: (i) owners of Series A Common Stock shall receive 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.

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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.

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(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) above, 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.

(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.

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(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.

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
- 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

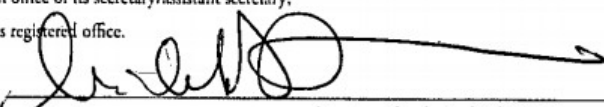
Treasurer: Louis F. Karger, 300 Trade Center, Suite 770, Woburn, MA 01801

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, which is
(number, street, city or town, state, zip code)

- its principal office;
- an office of its transfer agent;
- an office of its secretary/assistant secretary;
- its registered office.

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

1305167

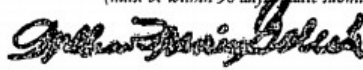
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

9034

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)

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 7 day of February, 2018, at 11:34 a.m. p.m.
time

Effective date: _____
(must be within 90 days of date submitted)



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250

Examined
Name approval

C
M

TO BE FILLED IN BY CORPORATION
Contact Information:

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.

SECRETARY OF THE
COMMONWEALTH
2018 FEB - 7 AM 11:34
CORPORATIONS DIVISION

B.(a)



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



040105

Articles of Incorporation
 (PURSUANT TO NRS CHAPTER 78)

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E0183682018-4
Secretary of State State Of Nevada	Filing Number 20180169440-75
	Filed On 04/13/2018
	Number of Pages 1

(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	TAHOE CAPITAL COMPANY		
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: GREAT BASIN CORPORATE SERVICES Name		
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)		
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity		
	Street Address	City	Nevada Zip Code
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value:	1000000	Par value per share: \$ 0.001
	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) MARK BRUNO Name		
	Street Address	City	NV 89703-6529 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 Corporation: (see instructions) <input type="checkbox"/> 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 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.		
	Name: GREAT BASIN CORPORATE SERVICES <input checked="" type="checkbox"/> GREAT BASIN CORPORATE SERVICES Incorporator Signature		
	Address	City	NV 89703 State Zip Code
8. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity.		
	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

(PROFIT) INITIAL/ANNUAL LIST OF OFFICERS, DIRECTORS AND STATE BUSINESS LICENSE APPLICATION OF:

ENTITY NUMBER

TAHOE CAPITAL COMPANY

E0183682018-4

NAME OF CORPORATION

FOR THE FILING PERIOD OF APR, 2018 TO APR, 2019



100103

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 officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
- If 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 current total authorized stock as explained in the Annual List Fee Schedule For Profit Corporations. 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.
- State business license fee is \$500.00/\$200.00 for Professional Corporations filed pursuant to NRS Chapter 89. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- 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.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- 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.

Filed in the Office of <i>Barbara K. Cegante</i>	Business Number E0183682018-4
Secretary of State State Of Nevada	Filing Number 20180169441-86
	Filed On 04/13/2018
	Number of Pages 1

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

CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN BOX BELOW

- Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code: **NRS 76.020 Exemption Codes**
NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.
 001 - Governmental Entity
 006 - NRS 680B.020 Insurance Co.
- This corporation is a publicly traded corporation. The Central Index Key number is:
- This publicly traded corporation is not required to have a Central Index Key number.

NAME MARK BRUNO	TITLE(S) PRESIDENT (OR EQUIVALENT OF)
ADDRESS 3535 ARROWHEAD DR., STE B	CITY STATE ZIP CODE CARSON CITY NV 89701
NAME RAY SCHIAVONE	TITLE(S) SECRETARY (OR EQUIVALENT OF)
ADDRESS 3535 ARROWHEAD DR., STE B	CITY STATE ZIP CODE CARSON CITY NV 89701
NAME RAY SCHIAVONE	TITLE(S) TREASURER (OR EQUIVALENT OF)
ADDRESS 3535 ARROWHEAD DR., STE B	CITY STATE ZIP CODE CARSON CITY NV 89701
NAME MARK BRUNO	TITLE(S) DIRECTOR
ADDRESS 3535 ARROWHEAD DR., STE B	CITY STATE ZIP CODE CARSON CITY NV 89701

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 MARK BRUNO

Signature of Officer or Other Authorized Signature

Title: PRESIDENT Date: 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:

TAHOE CAPITAL COMPANY
NAME OF CORPORATION

ENTITY NUMBER

E0183682018-4

FOR THE FILING PERIOD OF APR, 2019 TO APR, 2020



100103

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.

1. Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**

2. If there are additional officers, attach a list of them to this form.

3. Return the completed form with the filing fee. Annual list fee is based upon the current total authorized stock as explained in the Annual List Fee Schedule For Profit Corporations. 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 \$500.00/\$200.00 for Professional Corporations filed pursuant to NRS Chapter 89. 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.

Filed in the Office of <i>Deborah K. Cegavske</i>	Business Number E0183682018-4
Secretary of State	Filing Number 20190167244-76
State Of Nevada	Filed On 04/16/2019
	Number of Pages 1

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

CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN BOX BELOW

Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code: **NRS 76.020 Exemption Codes**
 001 - Governmental Entity
 006 - NRS 680B.020 Insurance Co.

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

This corporation is a publicly traded corporation. The Central Index Key number is:

This publicly traded corporation is not required to have a Central Index Key number.

NAME MARK BRUNO	TITLE(S) PRESIDENT (OR EQUIVALENT OF)
ADDRESS 3535 ARROWHEAD DR., STE B	CITY STATE ZIP CODE CARSON CITY NV 89701
NAME RAY SCHIAVONE	TITLE(S) SECRETARY (OR EQUIVALENT OF)
ADDRESS 3535 ARROWHEAD DR., STE B	CITY STATE ZIP CODE CARSON CITY NV 89701
NAME RAY SCHIAVONE	TITLE(S) TREASURER (OR EQUIVALENT OF)
ADDRESS 3535 ARROWHEAD DR., STE B	CITY STATE ZIP CODE CARSON CITY NV 89701
NAME MARK BRUNO	TITLE(S) DIRECTOR
ADDRESS 3535 ARROWHEAD DR., STE B	CITY STATE ZIP CODE CARSON CITY NV 89701

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 GREAT BASIN

Signature of Officer or Other Authorized Signature

Title: REGISTERED AGENT Date: 4/16/2019 6:43:29 PM



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)

List of Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers:

TAHOE CAPITAL COMPANY

NV20181265623

NAME OF ENTITY

Entity or Nevada Business
Identification Number (NVID)

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
 - This corporation is publicly traded, the Central Index Key number is:
- Nonprofit Corporation (see nonprofit sections below)
- Limited-Liability Company
- Limited Partnership
- Limited-Liability Partnership
- Limited-Liability Limited Partnership
- Business Trust
- Corporation Sole

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number E0183682018-4 Filing Number 20200519979 Filed On 03/03/2020 13:20:05 PM Number of Pages 2
---	--

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: Charitable Solicitation Information - check 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 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.****



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 State Zip/Postal Code

CORPORATION, INDICATE THE SECRETARY:

Ray Schiavone **USA**
 Name Country

3535 Arrowhead Drive Suite B **Carson City** **NV** **89706**
 Address City State Zip/Postal Code

CORPORATION, INDICATE THE TREASURER:

Ray Schiavone **USA**
 Name Country

3535 Arrowhead Drive Suite B **Carson City** **NV** **89706**
 Address City State Zip/Postal Code

CORPORATION, INDICATE THE PRESIDENT:

Mark Bruno **USA**
 Name Country

3535 Arrowhead Drive Suite B **Carson City** **NV** **89706**
 Address City State 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**
 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

President **03/03/2020**
 Title Date

UNSIGNED



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 4
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov



050104

Articles of Organization
Limited-Liability Company
 (PURSUANT TO NRS CHAPTER 86)

Filed in the office of <i>[Signature]</i> Ross Miller Secretary of State State of Nevada	Document Number 20140542745-94 Filing Date and Time 07/29/2014 12:19 PM Entity Number E0389652014-5
--	---

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	LEERSH LLC	Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: NEVADA COMMERCIAL REGISTERED AGENTS LC Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address City Nevada 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 (if existence is not perpetual):		
4. Management: (required)	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) (check only one box)		
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) SEGUROS S.A. Name SUITE 556, HUNKINS PLAZA, MAIN STREET CHARLESTOWN, KNA KN 00000 Street Address City State Zip Code 2) Name Street Address City State Zip Code 3) Name Street Address City State Zip Code		
6. Effective Date 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 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. SEGUROS S.A. <input checked="" type="checkbox"/> SEGUROS S.A. Name Organizer Signature SUITE 556, HUNKINS PLAZA, MAIN STREET CHARLESTOWN, KNA KN 00000 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. <input checked="" type="checkbox"/> NEVADA COMMERCIAL REGISTERED AGENTS LC Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date 7/29/2014		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 LLC Articles Revised: 7-26-13



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov



091201

**Amendment to
 Articles of Organization**
 (PURSUANT TO NRS 86.221)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20140581325-31
	Filing Date and Time 08/12/2014 1:40 PM
	Entity Number E0389652014-5

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Organization
For a Nevada Limited-Liability Company
 (Pursuant to NRS 86.221)

1. Name of limited-liability company:

Lersh LLC (E0389652014-5)

2. The company is managed by: Managers **OR** Members
(check only one box)

3. The articles have been amended as follows: (provide article numbers, if available)*

Articles 1: Name
 The name of the Limited Liability Company shall be changed to:
 Tahoe Hydroponics Company LLC

4. Effective date and time of filing: (optional) Date: August 12, 2014 Time: 11:59 PM
(must 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

 Signature

* 1) If amending company name, it must contain the words "Limited-Liability Company," "Limited Company," or "Limited," or the abbreviations "Ltd.," "L.L.C.," or "L.C.," "LLC" or "LC." The word "Company" may be abbreviated as "Co."
 2) If adding managers, provide names and addresses.

FILING FEE: \$175.00

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.

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE**Commercial Recordings Division**

202 N. Carson Street
Carson City, NV 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

Lorraine D Leach
Maupin, Cox & LeGoy
P.O. Box 30000
Reno, NV 89520

Job: C20140805-3070
August 5, 2014

Special Handling Instructions:**Charges**

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

Type	Description	Amount
Billed	750093	\$430.00
Total		\$430.00

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: C20140805-3070
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)	Description	Number of Pages
20140566515-15	Articles of Organization	1 Pages/1 Copies



Respectfully,


ROSS MILLER
Secretary of State

Certified By: Electronic Filing
Certificate Number: C20140805-3070
You may verify this certificate
online at <http://www.nvsos.gov/>

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



050104

**Articles of Organization
Limited-Liability Company**
(PURSUANT TO NRS CHAPTER 86)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20140566515-15 Filing Date and Time 08/05/2014 2:56 PM Entity Number E0403322014-5
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	TAHOE-RENO BOTANICALS, LLC		Check box if a Series Limited-Liability Company	Check box if a Restricted Limited-Liability Company
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: MAUPIN, COX & LEGOY, A PROFESSIONAL CORPORATION Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)			
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual):			
4. Management: (required)	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) (check only one box)			
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) SCOTT DUNSEATH Name			
	501 EVANS AVENUE Street Address	RENO City	NV State	89501 Zip Code
	2) MARK PITCHFORD Name			
	501 EVANS AVENUE Street Address	RENO City	NV State	89501 Zip Code
	3) JAY E SMITH Name			
	501 EVANS AVENUE Street Address	RENO City	NV State	89501 Zip Code
6. Effective Date 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 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.			
	KURT O HUNSBERGER Name	X KURT O HUNSBERGER Organizer Signature		
	4785 CAUGHLIN PARKWAY Address	RENO City	NV State	89519 Zip Code
8. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity.			
	X MAUPIN, COX & LEGOY, A PROFESSIONAL CORPORATION Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity	8/5/2014 Date		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 LLC 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.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on August 5, 2014.

ROSS MILLER
Secretary of State

Certified By: Electronic Filing
Certificate Number: C20140805-3070
You may verify this certificate
online at <http://www.nvsos.gov/>

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

ENTITY NUMBER

TAHOE-RENO BOTANICALS, LLC

E0403322014-5

NAME OF LIMITED-LIABILITY COMPANY



100401

FOR THE FILING PERIOD OF **AUG, 2014** TO **AUG, 2015**

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.**
- If there are additional managers or managing members, attach a list of them to this form.
- Return 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.
- State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- 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.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- 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.

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20140566518-48
	Filing Date and Time 08/05/2014 2:56 PM
	Entity Number E0403322014-5
	(This document was filed electronically.) ABOVE SPACE IS FOR OFFICE USE ONLY

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 EXEMPTION CODE IN BOX BELOW

Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code:

NRS 76.020 Exemption Codes

- 001 - Governmental Entity
- 005 - Motion Picture Company
- 006 - NRS 680B.020 Insurance Co.

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NAME SCOTT DUNSEATH	MANAGER OR MANAGING MEMBER		
ADDRESS 501 EVANS AVENUE , USA	CITY RENO	STATE NV	ZIP CODE 89501
NAME MARK PITCHFORD	MANAGER OR MANAGING MEMBER		
ADDRESS 501 EVANS AVENUE , USA	CITY RENO	STATE NV	ZIP CODE 89501
NAME JAY E SMITH	MANAGER OR MANAGING MEMBER		
ADDRESS 501 EVANS AVENUE , USA	CITY RENO	STATE NV	ZIP CODE 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
Signature of Manager, Managing Member or Other Authorized Signature

Title **ORGANIZER** Date **8/5/2014 2:56:15 PM**

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

TAHOE-RENO BOTANICALS, LLC
Nevada Business Identification # NV20141501721

Expiration Date: August 31, 2015

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.

This license shall be considered valid until the expiration date listed above unless suspended or revoked in accordance with Title 7 of Nevada Revised Statutes.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on August 5, 2014

ROSS MILLER
Secretary of State

This document is not transferable and is not issued in lieu of any locally-required business license, permit or registration.

Please Post in a Conspicuous Location

**You may verify this Nevada State Business License
online at www.nvsos.gov under the Nevada Business Search.**

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE**Commercial Recordings Division**

202 N. Carson Street
Carson City, NV 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

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
Copies - Certification of Document	20140566537-79	8/5/2014 2:59:54 PM	1	\$30.00	\$30.00
Initial List	20140566538-80	8/5/2014 3:00:18 PM	1	\$125.00	\$125.00
Business License 8/2014-8/2015	20140566538-80	8/5/2014 3:00:18 PM	1	\$200.00	\$200.00
Total					\$430.00

Payments

Type	Description	Amount
Billed	750093	\$430.00
Total		\$430.00

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)	Description	Number of Pages
20140566537-79	Articles of Organization	1 Pages/1 Copies



Respectfully,


ROSS MILLER
Secretary of State

Certified By: Electronic Filing
Certificate Number: C20140805-3089
You may verify this certificate
online at <http://www.nvsos.gov/>

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



050104

**Articles of Organization
Limited-Liability Company**
(PURSUANT TO NRS CHAPTER 86)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20140566537-79 Filing Date and Time 08/05/2014 2:59 PM Entity Number E0403332014-6
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	TAHOE-RENO EXTRACTIONS, LLC		Check box if a Series Limited-Liability Company	Check box if a Restricted Limited-Liability Company
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: MAUPIN, COX & LEGOY, A PROFESSIONAL CORPORATION Name		<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below)			
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity			
	Street Address	City	Nevada	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 (if existence is not perpetual):			
4. Management: (required)	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) (check only one box)			
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) MARK DUNSEATH Name			
	501 EVANS AVENUE	RENO	NV	89501
	Street Address	City	State	Zip Code
	2) MARK PITCHFORD Name			
	501 EVANS AVENUE	RENO	NV	89501
	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 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 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.			
	KURT O HUNSBERGER	<input checked="" type="checkbox"/> KURT O HUNSBERGER		
	Name	Organizer Signature		
	4785 CAUGHLIN PARKWAY	RENO	NV	89519
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.			
	<input checked="" type="checkbox"/> MAUPIN, COX & LEGOY, A PROFESSIONAL CORPORATION	8/5/2014		
	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 86 LLC 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 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.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on August 5, 2014.

ROSS MILLER
Secretary of State

Certified By: Electronic Filing
Certificate Number: C20140805-3089
You may verify this certificate
online at <http://www.nvsos.gov/>

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

ENTITY NUMBER

TAHOE-RENO EXTRACTIONS, LLC

E0403332014-6

NAME OF LIMITED-LIABILITY COMPANY



FOR THE FILING PERIOD OF **AUG, 2014** TO **AUG, 2015**

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.**
- If there are additional managers or managing members, attach a list of them to this form.
- Return 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.
- State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- 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.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- 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.

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20140566538-80
	Filing Date and Time 08/05/2014 3:00 PM
	Entity Number E0403332014-6
	(This document was filed electronically.) ABOVE SPACE IS FOR OFFICE USE ONLY

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 EXEMPTION CODE IN BOX BELOW

Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code:

NRS 76.020 Exemption Codes

- 001 - Governmental Entity
- 005 - Motion Picture Company
- 006 - NRS 680B.020 Insurance Co.

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NAME MARK DUNSEATH	MANAGER OR MANAGING MEMBER		
ADDRESS 501 EVANS AVENUE , USA	CITY RENO	STATE NV	ZIP CODE 89501
NAME MARK PITCHFORD	MANAGER OR MANAGING MEMBER		
ADDRESS 501 EVANS AVENUE , USA	CITY RENO	STATE NV	ZIP CODE 89501
NAME JAY E SMITH	MANAGER OR MANAGING MEMBER		
ADDRESS 501 EVANS AVENUE , USA	CITY RENO	STATE NV	ZIP CODE 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
Signature of Manager, Managing Member or Other Authorized Signature

Title **ORGANIZER** Date **8/5/2014 3:00:06 PM**

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

TAHOE-RENO EXTRACTIONS, LLC
Nevada Business Identification # NV20141501745

Expiration Date: August 31, 2015

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.

This license shall be considered valid until the expiration date listed above unless suspended or revoked in accordance with Title 7 of Nevada Revised Statutes.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on August 5, 2014

ROSS MILLER
Secretary of State

This document is not transferable and is not issued in lieu of any locally-required business license, permit or registration.

Please Post in a Conspicuous Location

**You may verify this Nevada State Business License
online at www.nvsos.gov under the Nevada Business Search.**