

**EXHIBIT B**

**SOUTH DAKOTA SECRETARY OF STATE BUSINESS  
AUTHORIZATION**

**REGISTRATION  
ARTICLES OF INCORPORATION  
PAYMENT RECEIPT**



## South Dakota Secretary of State

Monae L. Johnson  
Secretary of State

Thomas J. Deadrick  
Deputy Secretary of State

Barr Tell USA Inc.  
25 1ST AVE SW  
STE A  
WATERTOWN, SD 57201-3507

July 14, 2024

### Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

<b>Business ID :</b>	<b>DB278776</b>		
Filing Type:	Business Corporation - Domestic		
Filing Date:	07/14/2024	Shares of Stock:	200
Status:	Good Standing	Annual Report Due:	07/01/2025
Duration Term:	Perpetual		

**Registered Agent Address:**  
REGISTERED AGENTS INC  
25 1ST AVE SW  
STE A  
WATERTOWN, SD 57201-3507  
Info@RegisteredAgentsInc.com

**Principal Address:**  
218 EAST PARK AVE.,  
SUITE 522  
LONG BEACH, NY 11561

Congratulations on the successful filing of your **Articles of Incorporation** for **Barr Tell USA Inc.** in the State of South Dakota which is effective on the date shown above.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain an active South Dakota Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Monae L. Johnson  
Secretary of State  
State of South Dakota

# State of South Dakota

## Office of the Secretary of State

### Certificate of Incorporation

Domestic Business Corporation

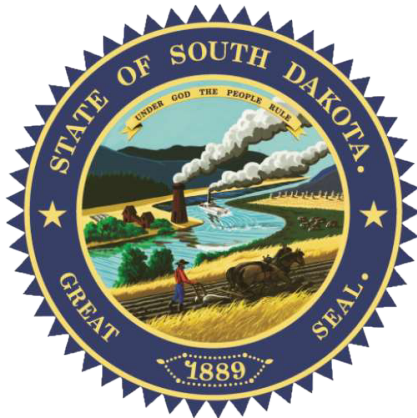
I, **Monae L. Johnson**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation for

**Barr Tell USA Inc.**

BUSINESS ID# DB278776

with an effective date of: July 14, 2024, duly signed and verified, pursuant to the provisions of the South Dakota Corporation Acts, has been received in this office and is found to conform to law.

**ACCORDINGLY**, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation.



**IN TESTIMONY WHEREOF**, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, July 14, 2024.

*Monae L. Johnson*

**Monae L. Johnson**  
Secretary of State

07/14/2024 2:03 PM



DB278776

B0319-8428 07/14/2024 2:03PM Rec'd by SD SOS

# ARTICLES OF INCORPORATION

DOMESTIC BUSINESS CORPORATION  
SDCL 47-1A-120, 129 & 202

Secretary of State  
500 E. Capitol Ave  
Pierre, SD 57501-5070  
(605) 773-4845

Filing Fee: \$150  

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Total Fee: \$150

Please Type or Print Clearly in Ink  
Please submit one Original  
Make payable to the SECRETARY OF STATE

## Article I

The name of the Company: **Barr Tell USA Inc.**

## Article II

**200 common shares**

The number of shares the corporation is authorized to issue: **0 preferred shares**

The duration of the company if other than perpetual is: **Perpetual**

If the document is not to be effective upon filing by the Secretary of State, the delayed effective date is: \_\_\_\_\_

## Article III

The address of the principal office in or out of the State of South Dakota where the company conducts its business:

Actual Street Address  
**218 EAST PARK AVE.,  
SUITE 522  
LONG BEACH, NY 11561**

Mailing Address  
**218 EAST PARK AVE.,  
SUITE 522  
LONG BEACH, NY 11561**

## Article IV

SDCL 47-1A-202(4), 59-11-6

The South Dakota Registered Agent's Name:

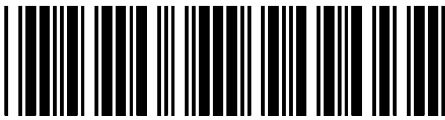
South Dakota law permits the registered agent to be either (a) a noncommercial registered agent, (b) a commercial registered agent, or (c) an office holder.

(b) The South Dakota Commercial Registered Agent's name & CRA#

CRA: **REGISTERED AGENTS INC (0000035)**

Actual Street Address in this State  
**25 1ST AVE SW  
STE A  
WATERTOWN, SD 57201-3507**

Mailing Address in this State



B0319-8429 07/14/2024 2:03PM Rec'd by SD SOS

### Article V

The name and address of each incorporator (one or more persons - person includes an individual or entity)

Name	Address
<b>Harold Barr</b>	<b>218 East Park Ave., Suite 522, Long Beach, NY 11561</b>

### Article VI

The name and address of each director (one or more persons - person includes an individual or entity)

Name	Address
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### Article VII

Beneficial Owners (optional): A beneficial owner is a person who has or in some manner controls an equity security. Please consult an attorney for legal advice if you have any questions concerning this entry. Any question under this heading is considered a request for legal advice and the secretary of state's office is, by statute, not permitted, to provide legal advice.

Name	Address
<b>Mayer Rosenbaum</b>	<b>452 Broadway, Brooklyn, NY 11211</b>
<b>Yisrael Spitz</b>	<b>452 Broadway, Brooklyn, NY 11211</b>

### Signature/Authorization

This document must be executed by the chair of the board of directors, by its president, or by another of its officers. If directors have not been selected or the corporation has not been formed, an incorporator may execute the document.

No person may execute this report knowing it is false in any material respect. Any violation may be subject to a civil and/or criminal penalty (SDCL 47-1A-129; 22-39-36).

<b>Harold Barr</b>	<i>Harold Barr</i>	<b>President</b>	<b>07/14/2024</b>
PRINTED NAME	SIGNATURE	TITLE	DATED

# State of South Dakota

## Office of the Secretary of State

### Certificate of Incorporation

Domestic Business Corporation

I, **Monae L. Johnson**, Secretary of State of the State of South Dakota, hereby certify that the ARTICLES OF INCORPORATION for

**Barr Tell USA Inc.**

BUSINESS ID# DB278776

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**ACCORDINGLY**, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Incorporation and attach hereto a duplicate of the ARTICLES OF INCORPORATION.



**IN TESTIMONY WHEREOF**, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, July 14, 2024.

A handwritten signature in cursive script that reads "Monae L. Johnson".

**Monae L. Johnson**  
Secretary of State

07/14/2024 2:03 PM



**South Dakota Secretary of State**  
500 E. Capitol Ave  
Pierre, SD 57501-5070

BARR TELL USA INC.  
218 EAST PARK AVE.,  
SUITE 522  
LONG BEACH, NY 11561

**RECEIPT INFORMATION**

Receipt #: **002474339**  
Receipt Date: **07/14/2024**

**DO NOT PAY!**  
**This is not a bill.**

Description of Charges	Reference	Quantity	Unit Price	Total
Initial Filing - For-profit Corporation - Domestic - DB278776 - Barr Tell USA Inc.	DB278776	1	\$150.00	\$150.00

**TOTAL CHARGES PAID \$150.00**

Description of Payment	Reference	Amount
Payment-Credit Card	0196731834	\$150.00

**TOTAL PAYMENT \$150.00**

**In Reference To:**  
Filed by: WEB.USER