

**RESOLUTION OF
LANDMARK HOLDINGS OF FLORIDA, LLC**

The undersigned, constituting a majority of the membership of Landmark Holdings of Florida, LLC, a Florida limited liability company (the “*Company*”), hereby consent in writing to the adoption of, and do hereby adopt and ratify, the following resolutions by the Company:

WHEREAS, the Company and its subsidiaries and affiliates entered into that certain Loan Agreement, dated as of December 9, 2020 (the “*Loan Agreement*”), with Amerant Bank, N.A. (“*Lender*”), providing for a term loan to the Company in the original principal amount of \$30,000,000 (“*Loan*”) in order to maintain or reinstate ongoing operations and payroll as a result of the COVID-19 pandemic, pursuant to the Main Street Priority Loan Facility, as established by the Board of Governors of the Federal Reserve System under Section 13(3) of the Federal Reserve Act;

WHEREAS, the Loan required a principal amortization payment of 15% of the outstanding principal amount on December 9, 2024 (the “*Principal Payment*”), as well as quarterly interest payments, and matures on December 9, 2025 (the “*Maturity Date*”);

WHEREAS, the Company requested a loan modification and forbearance from Lender to, among other things, defer the Principal Payment until Maturity Date;

WHEREAS, Lender has not agreed to the Company’s loan modification request, and the Company has determined that it is or likely will become unable to make the Principal Payment without impairing the business of the Company and its ability to continue operations;

WHEREAS, the Company has determined on advice of counsel that it is necessary for the Company to file a petition (the “*Petition*”) under chapter 11, title 11 of the United States Code (the “*Bankruptcy Code*”) in a United States Bankruptcy Court that the Designated Officers (as defined below) determine to be appropriate (the “*Bankruptcy Court*”); and

WHEREAS, it is vital to the prospects for a successful chapter 11 case that the Company engage knowledgeable, experienced, and competent bankruptcy counsel and related professionals for representation in a bankruptcy case.

Filing of Bankruptcy Petition

BE IT RESOLVED, that the Company is authorized to seek protection under the Bankruptcy Code and that the Company (by and through its Designated Officers) be and hereby is authorized and empowered to execute petitions, instruments, and other documents and pursue such proceedings as may be necessary to secure for the Company any and all relief to which it may be entitled under the Bankruptcy Code;

BE IT FURTHER RESOLVED, that M. Bryan Day and Craig Boudreaux (together, the “*Designated Officers*”), be and hereby are, each individually authorized, empowered, and directed on behalf of and in the name of the Company to execute and verify the Petition as well as all other ancillary documents and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary

documents as the Designated Officers, in such officers' discretion, deem necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officers);

Retention of Professionals

BE IT FURTHER RESOLVED, that the Company has elected to employ the law firm Hunton Andrews Kurth LLP ("*Hunton*") as counsel in the representation of the Company in connection with all aspects of the chapter 11 bankruptcy proceeding, to provide Hunton with one or more advance retainer payments prior to the filing of the Petition, and to pay Hunton according to its rates for all services incurred and costs expended in such representation of the Company;

BE IT FURTHER RESOLVED, that Company has elected to retain the services of Raymond James & Associates, Inc. and its affiliates as the Company's investment bank in connection with all aspects of the chapter 11 bankruptcy proceeding, and in connection therewith, to pay such advisor according to its rates for all services incurred and costs expended;

BE IT FURTHER RESOLVED, that Company has elected to retain the services of CR3 Partners, LLC and its affiliates as the Company's financial advisor in connection with all aspects of the chapter 11 bankruptcy proceeding, and in connection therewith, to pay such advisor according to its rates for all services incurred and costs expended;

BE IT FURTHER RESOLVED, that the Designated Officers be, and hereby are, authorized, empowered and directed to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code and with respect to its chapter 11 case; and in connection therewith, the Designated Officers are hereby each individually authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Petition and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable and proper;

Financing Transactions

BE IT FURTHER RESOLVED, that the Company, as debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code, be, and hereby is, authorized and empowered to obtain post-petition financing under terms which may be negotiated by the Designated Officers, including under debtor-in-possession credit facilities or the use of cash collateral, and to undertake related financing transactions (collectively, "*Financial Transactions*"), from such lenders and on such terms as may be approved by the Designated Officers, as reasonably necessary for the continuing conduct of the affairs of the Company, and to grant security interests in and liens upon all or substantially all of the Company's assets as may be deemed necessary by the Designated Officers in connection with such Financial Transactions;

BE IT FURTHER RESOLVED, (i) that the Designated Officers shall be, and hereby are, each individually authorized, directed, and empowered in the name of and on behalf of the Company, as debtor and debtor-in-possession, to take such actions and to prepare, negotiate, execute, deliver and perform such agreements, certificates, instruments, guaranties, notices, and any and all other documents as the Designated Officers may deem necessary or appropriate to

facilitate the Financial Transactions (collectively, the “*Financing Documents*”); (ii) that Financing Documents containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary or appropriate by the Designated Officers are approved; (iii) that the actions of the Designated Officers taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guaranties, notices, and other documents, shall be conclusive evidence of the approval thereof by such officer and by the Company; and (iv) that upon such execution and delivery of all of the foregoing documents, instruments and agreements, and the execution and delivery thereof by all other parties or signatories thereto, the Company shall be bound by the terms and conditions set forth therein;

Sale

BE IT FURTHER RESOLVED, that the Designated Officers be, and hereby are, each individually authorized, directed, and empowered on behalf of the Company to develop, propose, and manage a section 363 sale process or alternative restructuring transaction concerning all or substantially all (or any portion) of assets of the Company according to the terms negotiated and approved by the Designated Officers (“*Sale Process*”) and to seek and obtain Bankruptcy Court approval thereof; and to negotiate and enter into any stalking horse asset purchase agreement or other asset purchase agreement in connection with the Sale Process; and to cause the Company to perform under any such agreement subject to the approval of the Bankruptcy Court; and, in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate agreements and related ancillary documents;

General Authority

BE IT FURTHER RESOLVED, that the Designated Officers be, and hereby are, each individually authorized on behalf of the Company to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by such Designated Officers to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful chapter 11 case, including, but not limited to the development, filing and prosecution to confirmation of a chapter 11 plan and related disclosure statement;

BE IT FURTHER RESOLVED, that in addition to the specific authorizations and powers heretofore conferred upon the Designated Officers, the Designated Officers, shall be, and hereby are, each individually authorized, empowered and directed, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents, and to pay all expenses, including filing fees, in each case as in such officer’s judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein; and

BE IT FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by the Designated Officers and the membership of the Company in connection with the implementation of these resolutions are hereby in all respects ratified, confirmed, and approved.

IN WITNESS WHEREOF, the Company hereby adopts the above resolutions and the undersigned have hereunder affixed their signatures as the complete membership of the Company; it being understood that this action shall be effective retroactively as of the date hereof upon execution of this Resolution.

Dated: March 7, 2025

MEMBERSHIP:

**William K. Kapp, III Revocable Living Trust
U/A/D May 5, 2000**

By: WKKapp
Name: William K. Kapp, III, Trustee

KRB Investments, LLC

By: WKKapp
Name: William K. Kapp, III, Manager