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(Business Entity Name)

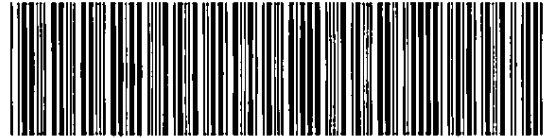
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S. CHATHAM
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DIVISION OF CORPORATIONS
22 AUG 26 PM 3: 54

2022 AUG 26 PM 3: 24
ALABAMA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 27, 2022

CT CORP

CORRECTED
Please Allow For
Same File Date

SUBJECT: PHOENIX AMERICAN AGENCY, INC.
Ref. Number: W22000110226

We have received your document for PHOENIX AMERICAN AGENCY, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please list the address for the incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Matthew T Moon
Regulatory Specialist II Supervisor

Letter Number: 122A00019130

2022 AUG 29 PM 3:24
MATTHEW T. MOON
REGULATORY SPECIALIST II

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 08/26/2022

Acc#120160000072

Eric Dill

Name:	Phoenix American Agency, Inc.
Document #:	
Order #:	14513118

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input checked="" type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **87.50**

Thank you!

**ARTICLES OF INCORPORATION
OF
PHOENIX AMERICAN AGENCY, INC.
(a Florida corporation)**

Pursuant to the Florida Business Corporation Act, Chapter 607, Part I, Florida Statutes (as the same may be hereafter amended from time to time, the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is Phoenix American Agency, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is located at, and the mailing address of the Corporation is, 6303 Blue Lagoon Dr., Suite 225, Miami, Florida (United States) 33126.

ARTICLE III - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is C T Corporation System, 1200 S. Pine Island Rd., Plantation, FL 33324. The name of the registered agent of the Corporation at that office is C T Corporation System.

ARTICLE IV - PURPOSE

The Corporation may engage in any lawful act, activity or business for which corporations may be organized, and with respect to which corporations may engage, under the FBCA.

ARTICLE V - CAPITAL STOCK

The total number of shares which the Corporation is authorized to issue is 1,000. All such shares are of one class and are shares of common stock with the par value of \$0.001 per share. The issued and outstanding shares together (i) have unlimited voting rights, with each share entitled to one vote, and (ii) are entitled to participate equally in such dividends as may be declared by the Board of Directors of the Corporation (the "Board of Directors") out of funds legally available therefor, and to participate equally in all distributions of net assets upon dissolution in accordance with the FBCA.

ARTICLE VI - CUMULATIVE VOTING

All shareholders of the Corporation (the "Shareholders") are entitled to cumulate their votes to elect members of the Board of Directors pursuant to Section 607.0728(3) of the FBCA.

ARTICLE VII – PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights for the Shareholders pursuant to the provisions of Section 607.0630(2) of the FBCA.

ARTICLE VIII - DIRECTORS AND OFFICERS

The board of directors of the Corporation (the "Board of Directors") shall consist of one (1) member. The number of members constituting the Board of Directors may be fixed, and increased or decreased, from time to time as provided in the bylaws of the Corporation as amended and in effect from time to time (the "Bylaws"). All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by or under the direction of, the Board of Directors.

The name and address of the sole director of the Corporation is:

Director
Matthew P. Brooks
6303 Blue Lagoon Drive, Suite 225
Miami, FL 33126

The names and addresses of the officers of the Corporation are:

President
Matthew P. Brooks
6303 Blue Lagoon Drive, Suite 225
Miami, FL 33126

Vice President
Steven A. Brooks
6303 Blue Lagoon Drive, Suite 225
Miami, FL 33126

Secretary/Treasurer
Katherine T. Aponte
6303 Blue Lagoon Drive, Suite 225
Miami, FL 33126

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ARTICLE IX - BYLAWS

The Board of Directors and the Shareholders shall have the power and authority to adopt, amend or repeal the Bylaws, as set forth in the Bylaws. The Bylaws may contain any rule, procedure, protocol, term or provision that is not inconsistent with the applicable laws of the State of Florida or with these Amended and Restated Articles of Incorporation (these "Articles").

ARTICLE X - LIMITATION OF LIABILITY

To the fullest extent permitted by the FBCA, as the same exists or may hereafter be amended, no member of the Board of Directors is or shall be personally liable to the Corporation or any of the Shareholders or any other person or entity for monetary damages for or relating to or in respect of any statement, vote, decision to take or not to take action, or any failure to vote, decide or take action, as a director, unless the breach or failure to perform his or her duties as a director is proven to satisfy the standards set forth in Section 607.0831(1)(a) and (b) of the FBCA (or a successor provision(s) of such law, as the same exists or may hereafter be amended). Notwithstanding the foregoing, if the FBCA is amended in any respect hereafter to authorize the further or expanded elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized or permitted by the FBCA, as so amended. Any repeal or modification of this Article X shall not adversely affect any right, protection or limitation of liability of or regarding a director of the Corporation existing at the time of such repeal or modification with respect to acts, failures to act or omissions occurring prior to such repeal or modification.

ARTICLE XI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, and as may be set forth in the Bylaws insofar as consistent with the foregoing, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article XI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XII - AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to alter, amend, change or repeal any provision contained in these Articles, or any amendment thereto, in the manner now or hereafter provided in or under the FBCA (as the same exists or may hereafter be amended), and any and all powers, preferences, privileges and other rights conferred on the Shareholders herein are subject to this reservation.

ARTICLE XIII - APPLICABLE LAW AND VENUE

These Articles and the internal affairs of the Corporation shall be governed by and interpreted under the laws of the State of Florida, excluding its conflict of laws principles. Unless the Corporation consents in writing to the selection of an alternative forum, the Circuit Court in

and for Miami-Dade County (or the U.S. Federal District Court for the Southern District of Florida, Miami Division) shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer (or affiliate of any of the foregoing) of the Corporation to the Corporation or the Shareholders, (iii) any action asserting a claim arising pursuant to any provision of the FBCA, these Articles or the Bylaws, or (iv) any other action asserting a claim arising under, in connection with, and governed by the internal affairs doctrine.

ARTICLE XIV: EFFECTIVE DATE AND TIME

The effective date and time of these Articles shall be the date and time that these Articles are filed with Florida Department of State, Division of Corporations.

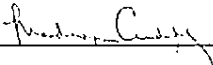
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[Signature page to Articles of Incorporation]

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

C T Corporation System



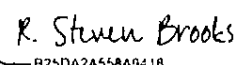
Madonna Cuddihy
Assistant Secretary

08/26/2022

Date

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I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

DocuSigned by:

R25DA2A558A9418

R. Steven Brooks/Incorporator

26-Aug-2022 | 8:12:03 AM PDT

Date

6303 Blue Lagoon Drive
Suite 225
Miami, FL 333126