

196436

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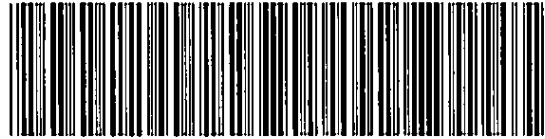
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DATE 12/30/2020

*****WALK IN*****

ENTITY NAME JEMISON, INC.

DOCUMENT NUMBER _____

*****PLEASE FILE THE ATTACHED AND RETURN*****

XXXX

Plain Copy

Certified Copy

Certificate of Status

*****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY*****

Certified Copy of Arts & Amendments

Certificate of Good Standing

*****APOSTILLE' / NOTARIAL CERTIFICATION*****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$35.00-70.00

ACCOUNT #: I20160000072

Please call Tina at the above number for any issues or concerns. Thank you so much!

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
JEMISON, INC.**

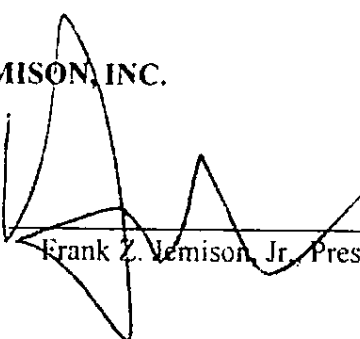
Jemison, Inc., a Florida corporation (the "**Corporation**"), hereby amends and restates its Articles of Incorporation as follows:

The following second amended and restated articles of incorporation were adopted on December 10, 2020, by the Corporation's Board of Directors and were approved by the shareholders of the Corporation by written consent pursuant to Section 607.0704 of the Florida Statutes on December 10, 2020. The number of votes cast by the shareholders for the amendment and restatement of the Corporation's Articles of Incorporation was sufficient for approval by the shareholders.

Dated this 10 day of December, 2020.

JEMISON, INC.

By:



Frank Z. Jemison, Jr., President

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
JEMISON, INC.**

ARTICLE I - Name

The name of this Corporation shall be:

Jemison, Inc.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of Jemison, Inc. (this "Corporation") is 35 Union Avenue, Suite 300, Memphis, TN 38103.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - Shares

1. Capital Stock. The total number of shares of capital stock which the Corporation shall have authority to issue is 2,500,000 shares of Common Stock with par value of \$0.0001 per share (the "Common Stock"), of which 250,000 shares are designated as Class A Voting Common Stock and 2,250,000 shares are designated as Class B Non-Voting Common Stock. The rights, preferences, powers and privileges, and the restrictions, qualifications and limitations, of the Class A Voting Common Stock are identical with those of the Class B Non-Voting Common Stock other than in respect of voting.

2. Voting Rights

(a) Class A Voting Common Stock. Except as otherwise required by the Florida Business Corporation Act (the "Act") or these Articles of Incorporation, the holders of the Class A Voting Common Stock shall possess exclusively all voting power, and each holder of Class A Voting Common Stock shall have one (1) vote in respect of each share held of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of shareholders of the Corporation.

(b) Class B Non-Voting Common Stock. Except as otherwise required by the Act, shares of the Class B Non-Voting Common Stock shall be non-voting; provided, that, so long as any shares of Class B Non-Voting Common Stock are outstanding, the Corporation shall not, without the consent of the holders of a majority of the outstanding shares of Class B Non-Voting Common Stock, amend, alter or repeal (by merger, consolidation, combination, reclassification or otherwise) its Articles of Incorporation so as to adversely affect (disproportionately relative to the Class A Voting Common Stock) the preferences, rights or powers of the Class B Non-Voting Common Stock.

ARTICLE V - Term of Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI - Registered Agent and Street Address

The street address of the registered office of this Corporation is 1200 South Pine Island Road, Plantation, Florida 33324 and the registered agent at that address is C.T. Corporation System.

ARTICLE VII – Incorporator

The name of the Corporation's incorporator is Frank Z. Jemison, Jr. The street address of the incorporator is 35 Union Avenue, Suite 300, Memphis, TN 38103.

ARTICLE VII – Limitation of Liability

To the fullest extent permitted by the Act, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII – Indemnification

Each person who is or was a director or officer of the Corporation, and each such person who is or was serving at the request of the Corporation as a director or officer of another corporation, or in a similar capacity of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Corporation (including the heirs, executors, administrators and estate of such person) shall be indemnified by the Corporation, in accordance with the procedures specified in the bylaws of the Corporation, to the fullest extent permitted from time to time by the Act. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation. Without limiting the generality of the foregoing, the Corporation may enter into one or more agreements with any person that provide for indemnification and advancement of expenses greater or different than that provided in this Article. No amendment or repeal of this Article shall adversely affect any right or protection existing or pursuant to this Article immediately before the amendment or repeal.

ARTICLE IX - Amendment to Articles

These Articles may be amended in the manner provided by law.

ARTICLE X - Bylaws

Subject to these Articles, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

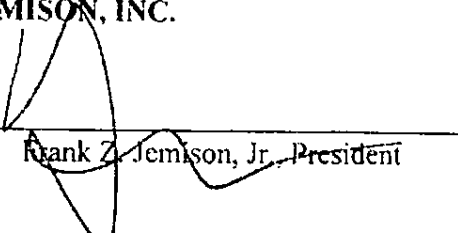
ARTICLE XI - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE XII - Affiliated Transactions

The Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, these Second Amended and Restated Articles of Incorporation have been executed this 10 day of December, 2020.

JEMISON, INC.
By: 
Frank Z. Jemison, Jr., President