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# AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR CODISCO, INC.

(Document No. 212127)

The following Amended and Restated Articles of Incorporation of Codisco, Inc., a Florida corporation, originally incorporated as Fort Lauderdale Steel and Supply Co. duly organized to do business under the laws of the State of Florida, with its Certificate of Incorporation having been filed with the office of the Secretary of State on May 14, 1958, and as subsequently amended, are hereby adopted.

#### ARTICLE I.

The name of the corporation shall be:

CODISCO, INC.

#### ARTICLE II.

The principal place of business of this corporation shall be 488 W. Highbanks Road, DeBary, FL 32713, and the said corporation shall have the right and privilege of establishing and operating and doing business in such State of the United States, and foreign countries, as the Board of Directors may from time to time order and establish.

#### ARTICLE III.

The nature of the business, or businesses, and the objects and purposes proposed to be conducted and transacted, shall be.

1. To conduct a business for the fabrication and installation of central heating and air conditioning duct work and to conduct a business for the wholesaling of all metals and materials for the fabrication and installation of central heating and air conditioning duct work and the wholesaling of fabricating and installing other items or materials which might be related to such fabrication and installation as aforesaid.

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- 2. To use, acquire, employ, sell, hold for lease, and deal in all suitable means, apparatus, machinery, contrivances, equipment, vehicles and facilities for prosecuting such businesses.
  - 3. To acquire and deal in patents, copyrights, licenses and franchises of all kinds.
- 4. To use such trade name in the businesses of the corporation as shall be approved by the Board of Directors.
- 5. To acquire and dealing in by purchase, lease, or otherwise, all real estate, plants and other property, and to do all things commonly required in the operation of such businesses.
  - 6. To enter into any and all lawful business.
- 7. To exercise all of the powers granted by the statutes of this state and any other state in which this corporation might be operating, and to exercise all of its power wherever it may qualify to do business both within and without the State of Florida.

#### ARTICLE IV.

- 1. This corporation is authorized to issue 1,000,000 shares of common stock, with no par value, which shall be divided into 100,000 shares of common voting stock, with one vote per share, and 900,000 shares of non-voting common stock. Except for voting rights, the shares are identical in all other respects.
- 2. The issuance of additional shares of voting common stock or non-voting common stock approved by the board shall first be offered to the then holders of common stock according to the number of and type of (voting or non-voting common stock) shares thereof held by them.
- 3. In the event of the liquidation or dissolution of the corporation, the remaining assets of the corporation shall be divided and distributed among the holders of common stock according to the number of shares thereof held by them, without regard to voting or non-voting rights.

#### ARTICLE V.

This corporation shall have perpetual existence.

#### ARTICLE VI.

The post office address of the principal office of the corporation shall be 488 West Highbanks Road, DeBary, Florida 32713.

#### ARTICLE VII.

- 1. The business of the corporation will be conducted by a board of not less than three directors nor more than thirteen directors, as may be determined by the By-Laws, and in the absence of such determination shall consist of three directors.
- 2. Directors of the corporation shall be elected by the stockholders by a majority of votes cust at the annual meeting, and may be removed by a majority vote at any meeting of the stockholders.
- 3. Every director or officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE VIII.

1. The names and post office addresses of the Board of Directors, each of whom is of full age, who shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Donald C. Bauerle, Jr.	488 West Highbanks Road DeBary, Florida 32713
Donald C. Bauerle, III	488 West Highbanks Road DeBary, Florida 32713
Catherine Bauerle	488 West Highbanks Road DeBary, Florida 32713

2. The names and post office addresses of the officers of the corporation, who shall hold office until their successors are elected and have qualified, are as follows:

President, Treasuror

Donald C. Bauerle, III

488 West Highbanks Road DeBary, Florida 32713

Vice President

Donald C. Bauerle, Jr. 488 West Highbanks Road DeBary, Florida 32713

Secretary

Catherine Bauerle

488 West Highbanks Road DeBary, Florida 32713

The shareholders and directors adopted this Amended and Restated Articles of Incorporation of Codisco, Inc. on December 28, 2016 by voting groups of voting preferred shareholders sufficient for approval and voting common shareholders sufficient for approval within each class of voting stock.

IN WITNESS WHEREOF, the undersigned officer has hereto affixed his signature this day of December, 2016.

Donald C. Bauerle, III - President

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