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# SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

BS\_FTL

OF

# LSCU SERVICE CORPORATION, INC.

(a Florida corporation)

Effective Date: October 3, 2019

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act Chapter 607, Florida Statutes (as the same may be amended from time to time, the "FBCA"), the Articles of Incorporation of LSCU SERVICE CORPORATION, INC., a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida (the "Department" on August 13, 1964, and the Amended and Restated Articles of Incorporation of which filed with the Department on June 17, 2011, are hereby amended and restated in the entirety as follows:

## **ARTICLE I - NAME**

The name of the Corporation is LSCU SERVICE CORPORATION, INC. (hereinafter called the "Corporation").

#### ARTICLE II - PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing address of the current principal place of business of the Corporation is 3692 Coolidge Court, Tallahassee, Florida 32311; such principal place of business of the Corporation may be relocated to such address and city within or without the State c Florida as may be designated by the shareholders of the Corporation (the "Shareholders") from time to time. The street address of the Corporation's registered office in the State of Florida 3692 Coolidge Court, Tallahassee, Florida 32311 and the name of its registered agent, whose Consent to Appointment as Registered Agent accompanies these Second Amended an Restated Articles of Incorporation, at that office is Patrick La Pine.

## **ARTICLE III - PURPOSE**

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

# ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have th authority to issue is Five Thousand (5,000) shares of common stock, par value One Hundre (\$100.00) per share (the "Common Stock").

#### A. Common Stock.

The shares of Common Stock shall have the following rights, preferences and limitations

- 1. General. All shares of Common Stock shall be identical and shall entitle the holder(s) thereof to the same powers, preferences, qualifications, limitations, privileges and othe rights as provided under the FBCA (except as expressly provided under these Second Amende and Restated Articles of Incorporation).
- 2. <u>Voting Rights</u>. Each holder of record of Common Stock shall be entitled to on vote on each matter submitted to a vote at a meeting of shareholders, or submitted for action b written consent, for each share of Common Stock standing in such holder's name on the books of the Corporation.
- 3. No Cumulative Voting or Preemptive Rights. Except as expressly provided by resolution(s) duly adopted by the shareholders, no shareholder of the Corporation shall have, by reason of its holding shares of the Corporation, any preemptive or preferential rights to purchase or subscribe for any unissued shares or treasury shares of the Corporation, or any rights warrants, options or securities convertible into or exchangeable for any such shares of the Corporation.
- 4. <u>Dividends and Distributions</u>. Subject to provisions of law and these Second Amended and Restated Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends and distributions, whether in the form of cash, securities, property of otherwise (or any combination thereof), out of funds legally available therefor and otherwise a permitted under the FBCA, at such times and in such amounts as the shareholders may determine at a meeting of the shareholders, as provided for in Article VI, or by written consent, as provided for in Article VII.
- 5. <u>Liquidation</u>. Subject to provisions of law and these Second Amended an Restated Articles of Incorporation, upon any liquidation, dissolution or winding up of th Corporation, whether voluntary or involuntary, after the payment or provision for payment of al debts and liabilities of the Corporation, the holders of Common Stock shall be entitled to shan ratably, on a per share basis, in the remaining net assets of the Corporation available fo distribution.

## B. Options, Warrants & Rights.

The Corporation may issue options, warrants and rights for or regarding the purchase o shares of the Corporation, and may issue securities which are convertible into or exchangeable for shares of the Corporation. The shareholders may determine at a meeting of the shareholders as provided for in Article VI, or by written consent, as provided for in Article VII, the terms are conditions on which such options, warrants, rights or securities are issued, their form and conten and the consideration for which, and terms and conditions upon which, the shares are to be issued.

# ARTICLE Y - ELIMINATION OF BOARD OF DIRECTORS; OFFICERS

To the fullest extent permitted under the FBCA and other applicable law, the board c directors of the Corporation is hereby eliminated, and all corporate powers otherwise reserve for a board of directors shall be exercised by the shareholders of the Corporation and the business and affairs of the Corporation shall be managed under the direction of the shareholder of the Corporation, all as determined by an affirmative vote of the holders of a majority of share of issued and outstanding Common Stock as provided for in Article VI or VII. The Bylaws of the Corporation shall set forth the responsibilities of the Corporation's officers and other matter related to the officers. Patrick La Pine shall be the initial President, Treasurer, and Secretary of the Corporation.

# ARTICLE VI - CALL OF SHAREHOLDERS MEETING

Except as otherwise required by law or by or pursuant to these Second Amended an Restated Articles of Incorporation, the Corporation shall not be required to call or hold a periodi or special meeting of shareholders of the Corporation, unless (in addition to any othe requirement(s) of applicable law or elsewhere in these Second Amended and Restated Articles (Incorporation) (i) the holders of outstanding Common Stock having in the aggregate not less that twenty five per cent (25%) of all the votes entitled to be cast on any issue proposed to be considered at any meeting of the shareholders sign, date and deliver to the Corporation Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (ii) the meeting is called by (a) the Chief Executive Officer, or (b) the Corporation's Secretary upon the written request of any two or more shareholders. Onlibusiness within the purpose or purposes described in the meeting notice as required under the applicable provisions of the FBCA may be conducted at a shareholders' meeting.

#### ARTICLE VII - SHAREHOLDER ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at any meeting of shareholders of th Corporation may be taken without a meeting, without prior notice and without a vote, if suc action is taken by the written consent of the holders of the outstanding shares of the Corporatio entitled to vote on such action having not less than the minimum number of votes necessary t authorize or take such action at a meeting at which all shares entitled to vote thereon wer present and voted. In order to be effective, the action must be evidenced by one or more writte consents describing the action taken, dated and signed by approving shareholders having th requisite number of votes entitled to vote thereon in order to approve the applicable action by the shareholders, and delivered to the Secretary, the President or such other officer or agent of the Corporation having custody of the official books of the Corporation in which proceedings c meetings of the shareholders are recorded (the "Shareholder Minute Books"). Whenever actio is taken pursuant to this Article VII, the written consent(s) of shareholders, or the writte certificate of the Secretary or report(s) of inspectors who may be appointed to tabulat shareholder consents, shall be filed in the Shareholder Minute Books. No written consent c shareholders shall be effective to take the corporate action referred to therein unless, within sixt (60) days of the date of the earliest dated consent delivered in the manner provided in this Articl VII, written consents signed by the holders of the number of shares required to take action ar

delivered to the Corporation by delivery as required in this Article VII. Within ten (10) day after obtaining such authorization by written consent of shareholders, notice must be given t those shareholders who have not consented in writing or who are not entitled to vote on th action, which notice shall comply with the requirements of the FBCA. Any action taken b written consent under this Article VII shall have the effect of a meeting vote and may b described as such in any document. The Bylaws of the Corporation may include rules procedures and provisions applicable to action(s) by written consent of shareholders no inconsistent with this Article VII.

# ARTICLE VIII - LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no officer c shareholder of the Corporation is or shall be personally liable to the Corporation or any of it other shareholders or any other person for monetary damages for or relating to or in respect c any statement, vote, decision, action or failure to vote, decide or take action by any officer c shareholder. To the fullest extent permitted under the FBCA and other applicable law, and without limiting the preceding sentence in this Article VIII, an officer shall not be or be held liable for any action taken as an officer, or any failure to take action, if he or she performed the duties of his or her office in compliance with the applicable general standards for officers a provided under Section 607.08411 of the FBCA (as the same exists or may hereafter b amended). Any repeal or modification of this Article VIII shall not adversely affect any right protection or limitation of liability of a shareholder or an officer of the Corporation existing a the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

### <u>ARTICLE IX - INDEMNIFICATION & INSURANCE</u>

The Corporation shall indemnify its shareholders and officers to the fullest exten authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be an officer of the Corporation and shall invire to the benefit of his or her heirs, executors, administrators and personal and legal representatives provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any shareholders and officer (or his or her heirs executors, administrators or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person, unless such proceeding (or part thereof) was authorized or consented to by the shareholders, as provided for in Article VI or Article VII. indemnification shall be authorized, if such officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The right to indemnification conferred by this Article IX shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of the final disposition of such proceeding upon the Corporation's receipt of an undertaking by or or behalf of the shareholder or officer to repay such amounts, if it shall ultimately be determined and found that he or she is not entitled to be indemnified by the Corporation pursuant to this Article IX.

The Corporation may, to the extent authorized from time to time in or pursuant to the Corporation's Bylaws or otherwise by resolution of the shareholders, provide rights a indemnification and/or to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article IX to shareholders and officers of the Corporation. The rights to indemnification and to the advancement of expenses conferred in the Article IX shall not be exclusive of any other right(s) which any person may have or hereafter acquire under these Second Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise. Any repeal or modification of this Article IX shall not adversely affect any rights a indemnification and/or to the advancement of expenses of an officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of and for the benefit any person who is or was an officer, employee or agent of the Corporation, or is or was servin at the request of the Corporation as an officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise, against any liability or expenses asserte against him or her and incurred by him or her in any such capacity, or arising out of his or he status as such, whether or not the Corporation would have the power to indemnify him or he against such liability or expenses under the provisions of this Article IX.

The Bylaws of the Corporation may include rules, procedures and provisions applicable to indemnification, advancement of expenses and insurance matters not inconsistent with the Article IX. The terms "expenses", "liability", "proceeding" and "serving at the request of the corporation" as used herein shall be construed broadly and shall have the meanings ascribed to such terms under Section 607.0850 of the FBCA (as the same exists or may hereafter the amended).

#### ARTICLE X - BYLAWS; BYLAW AMENDMENTS

In furtherance and not in limitation of the powers conferred by the laws of the State c Florida, the shareholders of the Corporation are expressly authorized and empowered, upon a affirmative vote of the holders of a majority of the issued and outstanding Common Stock, t make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent wit the applicable laws of the State of Florida or with these Second Amended and Restated Article of Incorporation. The Bylaws of the Corporation may contain any rule, procedure or provisio regarding managing the business or regulating the affairs of the Corporation not inconsister with the applicable laws of the State of Florida or with these Second Amended and Restate Articles of Incorporation.

This amendment and restatement of the Articles of Incorporation of the Corporation (shas been duly authorized and approved by the requisite vote or consent of the shareholders of the Corporation as required under and pursuant to Sections 607.1007 and 607.1003 of the FBCA

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and (ii) supersedes and replaces in its entirety the original Articles of Incorporation of the Corporation and all amendments thereto effected prior to the date hereof.

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IN WITNESS WHEREOF, the undersigned has executed these Second Amended ar Restated Articles of Incorporation in accordance with the applicable provisions of the FBCA as the first date written above.

Patrick La Pine, President

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# CONSENT TO APPOINTMENT AS REGISTERED AGENT

**OF** 

# LSCU Service Corporation, Inc.

Having been named as registered agent and to accept service of process for LSCI SERVICE CORPORATION, INC. at the place designated in Article II of the Articles o Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statute relating to the proper and complete performance of such duties, and is familiar with and accept the obligations of such position as registered agent as provided for in Chapter 607, Floridi Statutes.

Patrick La Pine Registered Agent

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# ARTICLES OF RESTATEMENT

#### **REGARDING THE**

# SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

**OF** 

# LSCU SERVICE CORPORATION, INC.

LSCU Service Corporation, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Sections 607.1003 and 607.1007 of the Florida' Business Corporation Act (Chapter 607, Florida Statutes), for the purpose of filing its Second Amended and Restated Articles of Incorporation with the Department of State of the State of Florida that:

- 1. The name of the Corporation is LSCU Service Corporation, Inc.
- 2. The Corporation's Articles of Incorporation were initially filed with the Department of State of the State of Florida on August 13, 1964 (and were assigned Document Number 284226), and were amended by the Amended and Restated Articles of Incorporation which were filed with the Department on June 17, 2011.
- 3. The Corporation's Second Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain various amendments to the Corporation's Articles of Incorporation (as amended to date), all as set forth in full in the attachment hereto.
- 4. The Amendment and Restatement hereby made to the Articles of Incorporation of the Corporation by the Restated Articles required shareholder approval and was duly approved and adopted by the vote or consent of the holders of not less than a majority of the voting power of the outstanding shares of the Corporation as of the 3<sup>rd</sup> day of October, 2019, pursuant to Sections 607.1003 and 607.1007 and other applicable provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"). The number of votes cast was sufficient for approval of the Second Amended and Restated Articles of Incorporation under the applicable provisions of the FBCA.

[signatures on following page]

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement as of the 3<sup>rd</sup> day of October, 2019.

LSCU Service Corporation Jinc.

Name: Patrick La Pine

Title: President and Secretary

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