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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WALLACE WELCH & WILLINGHAM INC.

Pursuant to the provisions of Section 607.1006, F.S., WALLACE WELCH & WILLINGHAM INC. hereby adopts the following amendment to its Articles of Incorporation:

1. Name of Corporation: WALLACE WELCH & WILLINGHAM INC.
2. Document Number: The document number of the Corporation is: 325894.
3. Amendments Adopted:

(a) Article 4 of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"ARTICLE 4 – AUTHORIZED SHARES"

This Corporation shall be authorized to issue two classes of capital stock to be designated as, respectively, preferred stock ("Preferred Stock") and common stock ("Common Stock"). The Preferred Stock and the Common Stock shall be \$1.00 per value per share. The Common Stock shall be divided into two (2) classes: Class A Voting Common Stock, and Class B Non-Voting Common Stock. Shareholders of Class A Voting Common Stock and Class B Non-Voting Common Stock have identical rights, except that shareholders owning shares of Class B Non-Voting Common Stock shall have no voting rights of any kind or nature whatsoever. Each of the Class A Voting Common Stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

The authorized issue of each class of Common Stock shall be as follows:

<u>CLASS</u>	<u>AUTHORIZED TO ISSUE</u>
Preferred Stock	0 Shares
Class A Voting Common Stock	40,000 Shares
Class B Non-Voting Common Stock	10,000 Shares"

(b) Article 5 of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"ARTICLE 5 – APPROVAL FOR CERTAIN ACTS"

The Corporation shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, do any of the following without the vote or consent of (i) the Board of Directors and (ii) not less than two-thirds (2/3rds) in

The Corporation shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, do any of the following without the vote or consent of (i) the Board of Directors and (ii) not less than two-thirds (2/3rds) in interest of the stockholder's of the Corporation owning shares of Class A Voting Common Stock of the Corporation, and any such act or transaction entered into without such consent or vote shall be null and void ab initio, and of no force or effect:

5.1 change the business of the Corporation from serving as an agent for insurance underwriters for the sale of policies of insurance within the State of Florida, or add a new line of business;

5.2 liquidate, dissolve or wind-up the business and affairs of the Corporation or any of its subsidiaries;

5.3 sell all or substantially all of the assets of the Corporation;

5.4 consolidate or merge the Corporation with or into any other entity or engage in any other corporate reorganization, in which the capital stock of the Corporation prior to such consolidation, merger or reorganization, represents less than fifty percent (50%) of the voting power of the surviving entity immediately after such consolidation, merger or reorganization; provided, however, that no such consent shall be required in connection with: (A) any consolidation or merger effected exclusively to change the domicile of the Corporation, (B) any transaction or series of transactions principally for bona fide equity financing purposes in which cash is received by the Corporation or indebtedness of the Corporation is cancelled or converted or a combination thereof, or (C) a sale, lease, transfer or other disposition to, or merger with or into, a wholly owned subsidiary of the Corporation;

5.5 amend, alter or repeal any provision of these Articles of Incorporation or the Corporation's Bylaws or the Bylaws of any of its subsidiaries, whether by merger, consolidation, or otherwise;

5.6 create, or authorize the creation of, or issue or obligate itself to issue shares of, any additional class or series of capital;

5.7 issue any capital stock or other equity interests in any of the Corporation's subsidiaries to any person or entity other than the Corporation;

5.8 reclassify, alter or amend any existing security of the Corporation;
or


5.9 enter into any contract, agreement, or understanding to accomplish any of the foregoing."

4. Effective Date: The date of this amendment's adoption is Sept. 30th, 2023.

5. Adoption: All of the shareholders entitled to vote on this amendment have approved and adopted such amendment.

6. Other Amendments: All other articles and provisions of the Articles of Incorporation as originally filed remain the same.

The undersigned has executed these Articles of Amendment for **WALLACE WELCH & WILLINGHAM INC.** on the 30th day of September, 2023.



Jonathan Hammond, President