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Florida Department of State
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KEY AGENCY INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
KEY AGENCY, INC.
(Document Number: 347972)**

Key Agency, Inc., a Florida corporation, hereby certifies pursuant to Sections 607.1006 and 607.1007, Florida Statutes, that:

A. The name of the Corporation is **KEY AGENCY, INC.**

B. These Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors, recommended for adoption by the Shareholders and approved and adopted by Unanimous Written Consent in Lieu of a Meeting by the holders of all of the issued and outstanding shares of Class A Voting stock effective as of October 15, 2022.

C. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them; and

D. The Corporation's Articles of Incorporation, as heretofore amended, are hereby amended and restated as set forth below, effective as of October 15, 2022 and subject to the filing of this instrument with the Florida Department of State, to read as follows:

1. Corporate Name. The name of the Corporation is **KEY AGENCY, INC.**
2. Corporate Purpose. The purpose and general business and nature of this Corporation and which it will transact is:
 - (A) To own and operate a general lines insurance agency and to conduct such other business and activities or undertakings for which corporations may be incorporated under the Florida Business Corporation Act.
 - (B) To do and to perform all of the acts and things and to exercise all of the corporate powers set out and enumerated in Chapter 607 of the Florida Statutes and to exercise all other powers provided by law to be exercised by corporations.
3. Capital Stock. The total number of shares of stock which the Corporation shall have authority to issue is 100,000 shares of common stock with a par value of 1¢ per share, of which 1,000 shares shall be Class A Voting shares and 99,000 shares shall be Class B Non-Voting shares. Said Class A Voting shares and Class B Non-Voting shares shall be identical in all

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respects, except that the Class B Non-Voting shares shall have no vote on any matter whatsoever. Effective on June 15, 2016, each of the One Thousand (1,000) previously issued and outstanding shares of \$5 par value common stock were exchanged for and converted into One (1) Class A Voting share and Ninety-Nine (99) Class B Non-Voting shares, with a par value of 1¢ per share.

4. Initial Capital. The amount of capital with which this corporation began business was One Thousand and no/100ths (\$1,000.00) Dollars.

5. Corporate Existence. This Corporation shall exist perpetually.

6. Principal Office. The principal office address of this corporation is: 1201 South McCall Road, Englewood, Florida 34223. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The mailing address of this corporation is: P.O. Box 1283, Englewood, Florida 34295.

7. Registered Office. The street address of the current registered office of the Corporation is in Charlotte County, Florida, and the name of its registered agent is David M. Dignam, 1201 South McCall Road, Englewood, Florida 34223.

8. Directors. This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than three (3).

9. Bylaws. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

10. Interested Transactions. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or if the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the board, a committee or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

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11. Amendments. These Articles of Incorporation may be amended in a manner provided by law and every amendment shall be approved by the Board of Directors, proposed and recommended by them to the stockholders and approved at a stockholders' meeting by the holders of a majority of issued and outstanding shares of Class A Voting stock.

IN WITNESS WHEREOF this instrument has been executed and delivered this 15th day of October, 2022.

KEY AGENCY, INC.

By: 

David M. Dignam, President

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