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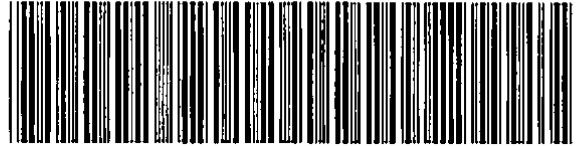
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Amended & Restated
Articles

11/03/21--01027--006 **35.00

CLERK OF COURT
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2021 NOV -8 PM 12 10

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A. RAMSEY
NOV 29 2021

CRAMER, PRICE & de ARMAS, P.A.

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**ALSO ADMITTED IN WASHINGTON, D.C.

OF COUNSEL: PHILIP A. THARI
1939-2003

November 5, 2021

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

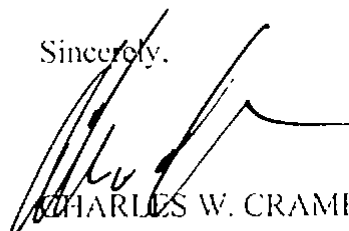
Re: Amendment and Restatement of the Articles of Incorporation of
Rogers Enterprises of Central Florida, Inc.

To Whom It May Concern:

I am enclosing herewith an original and a copy of the Amendment and Restatement of the Articles of Incorporation of Rogers Enterprises of Central Florida, Inc. Enclosed is my firm's check in the amount of \$35.00 for the filing fee. Please file the Amendment and Restatement on our behalf and remit the Certificate of Amendment to the undersigned.

Thank you in advance for your cooperation.

Sincerely,



CHARLES W. CRAMER

CWC/dmm
cc: Rogers Enterprises of Central Florida, Inc.
Enclosures

FILED
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CLERK OF DISTRICT COURT
JANUARY 15 2021

**AMENDMENT AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF ROGERS ENTERPRISES OF CENTRAL FLORIDA, INC.**

Rogers Enterprises of Central Florida, Inc., a Florida for profit corporation (the "Corporation") hereby certify as follows:

1. The original Articles of Incorporation of the Corporation were filed with the Florida Secretary of State effective March 29, 1973.
2. Pursuant to §6.07.10003 and §6.07.10007 of the Florida Business Corporation Act, the restated Articles of Incorporation restate in its entirety and integrate and further amend the provisions of the Articles of Incorporation of this Corporation.
3. These Amended and Restated Articles of Incorporation have been adopted and approved by all of the Shareholders of the outstanding voting shares of the Corporation.
4. The Corporation adopts the following as its Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is Rogers Enterprises of Central Florida, Inc.

ARTICLE II: PURPOSE

The purpose or purposes of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Florida law.

ARTICLE III: PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 4138 Old Winter Garden Road, Orlando, Florida 32805.

ARTICLE IV: CAPITAL STOCK

A. *Authorized Corporate.* The maximum number of shares this Corporation is authorized to issue is one thousand (1,00) shares of common stock having a par value of One Dollar (\$1.00) per share, of which one hundred (100) shares are designated as Class A common stock (the "Class A Common Stock") and nine hundred (900) shares are designated as Class B common stock (the "Class B Common Stock").

B. *Voting Rights.* The holders of the Class A Common Stock will be entitled to notice of and attend all meetings of the Shareholders of the Corporation and shall be entitled to

one (1) vote per share on all matters to be voted on by the Corporation's Shareholders, and except as otherwise required by law, the holders of the Class B Common Stock will have no right to vote their shares of the Class B Common Stock on any matters to be voted on by the Corporation's Shareholders.

C. *Dividends.* The holders of the common stock shall be entitled to receive dividends when and as declared by the Board of Directors of the Corporation, out of any funds legally available for such purpose. When and as dividends are declared thereon, whether payable in cash, property or securities of the Corporation, the holders of the Class A Common Stock and the holders of the Class B Common Stock will be entitled to share, ratably according to the number of shares of Class A Common Stock or Class B Common Stock held by them. If dividends are declared which are payable in shares of Class A Common Stock or Class B Common Stock, then the dividends payable in shares of Class A Common Stock will be payable to the holders of Class A Common Stock and the dividends payable in shares of Class B Common Stock will be payable to the holders of Class B Common Stock.

D. *Liquidation Rights.* In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any distribution of any of its assets to any of its Shareholders other than by dividends from funds legally available therefore, and other than payments made upon redemptions or purchases of shares of the Corporation, the holders of the Class A Common Stock and the Class B Common Stock shall be entitled to share, ratably according to the number of shares of Class A Common Stock and Class B Common Stock held by them, in the remaining assets of the Corporation available for distribution to its Shareholders.

ARTICLE V: BYLAWS

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

ARTICLE VI: LIMITATION OF LIABILITY

To the fullest extent permitted by Florida law as the same exists or as may hereafter be amended, no Director of the Corporation shall be personally liable to the Corporation or its Shareholders for or with respect to any acts or omissions in the performance of his or her duties as a Director of the Corporation.

ARTICLE VII: BOARD OF DIRECTORS

A. *Powers.* The Board of Directors shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

B. *Number.* The Board of Directors of the Corporation shall consist of not fewer than one (1) Director and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

C. *Term.* The term of each member of the Board of Directors shall be established in the Bylaws.

D. *Election.* The method of electing the Board of Directors shall be contained in the Bylaws.

I, Bobby Rogers, the President of Rogers Enterprises of Central Florida, Inc. pursuant to §6.07.1003 and §6.07.1007 of the Florida Business Corporation Act, hereby declare and certify, under penalty of perjury, this Amendment and Restatement of the Articles of Incorporation was approved by the Directors and the Shareholder of the Corporation and the facts herein stated are true, and accordingly I have hereunto set my hand this 26th day of October, 2021.


Bobby Rogers, President