

Division of Corporations

Page 1 of 2

484185

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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
RICHARD L. OREAIR & COMPANY
Document Number: 484185

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1. That Article III, of the Articles of Incorporation of Richard L. Oreair & Company, a Florida corporation (the "*Corporation*"), is hereby amended and replaced in its entirety to read as follows on the 11th day of December, 2019 (the "*Effective Date*");

ARTICLE IV
SHARES

(a) Authorized Capital Stock. The Corporation is authorized to issue one hundred thousand (100,000) shares of common stock. One thousand (1,000) shares shall be designated as Class A Voting Common shares, with no par value, and ninety-nine thousand (99,000) shares shall be designated as Class B Non-voting Common shares, with no par value. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one (1) vote in respect of each share held, and the exclusive voting power with respect to the Corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Non-voting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Non-voting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the Corporation shall be vested in the holders of voting common shares.

(b) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive a ratable distribution of the remaining assets of the Corporation.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a shareholders agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

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(e) Approval of Shareholders Required for Merger or Acquisition. Any plan of merger, or consolidation, or acquisition of the Corporation shall require the approval of the shareholders voting a majority of the Class A Voting Common shares in every case, whether or not such approval is required by law.

2. Each share of common stock issued and outstanding as of the date hereof shall be converted into one-half ($\frac{1}{2}$) of a share of Class A Voting Common stock and forty nine and one-half (49.50) shares of Class B Non-voting Common stock, upon the filing of these Articles of Amendment with the Secretary of State, State of Florida.

3. The foregoing amendment was adopted by all of the directors and shareholders of the Corporation on December 11, 2019.


4. The foregoing amendment shall become effective as of the date the Articles of Amendment are filed with the Florida Secretary of State.

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IN WITNESS WHEREOF, the undersigned President of the Corporation executed these Articles of Amendment as of Effective Date.


Richard Lewis Oreair, as President

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