

612282

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JOHN WOODY, INC.**

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ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
JOHN WOODY, INC.
(612282)

CLERK OF STATE
TALLAHASSEE, FLORIDA

1. That Article III of the Articles of Incorporation of John Woody, Inc., a Florida corporation (the "*Corporation*"), is hereby amended and replaced in its entirety to read as follows:

ARTICLE III

(a) Authorized Capital Stock. The Corporation is authorized to issue One Million (1,000,000) shares of common stock. Ten Thousand (10,000) shares shall be designated as Class A Voting Common shares, with par value One Dollar (\$1.00) per share, and Nine Hundred Ninety Thousand (990,000) shares shall be designated as Class B Non-Voting Common shares, with par value One Dollar (\$1.00) per share. 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 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.

(e) Approval of Shareholders Required for Merger or Acquisition. Any plan of merger, consolidation, or acquisition of the Corporation shall require the approval of the

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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 surrendered and the shareholders shall be issued new stock certificates pursuant to the Plan of Recapitalization approved by all of the shareholders and members of the Board of Directors on May 28, 2025 upon the filing of these Articles of Amendment with the Secretary of State, State of Florida.

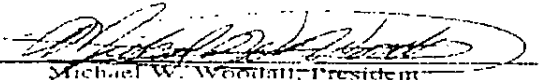
3. The foregoing amendment was voted on and adopted by all of the directors and all of the shareholders of the Corporation on May 28, 2025.

4. The foregoing amendment shall become effective as of June 1, 2025 (the "*Effective Date*").

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


Michael W. Woodliff, President