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# COR AMND/RESTATE/CORRECT OR O/D RESIGN SANDLER, TRAVIS & ROSENBERG, P.A.

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# SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SANDLER, TRAVIS & ROSENBERG, P.A.

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA") (including Section 607.1006 thereof) and the Professional Service Corporation and Limited Liability Company Act (the "PSCLLCA"), Sandler, Travis & Rosenberg, P.A. (the "Corporation") hereby amends and restates its Restatement of the Articles of Incorporation in its entirety by filing these Second Amended and Restated Articles of Incorporation (these "Articles"). These Articles supersede all prior articles of incorporation and amendments thereto of the Corporation. The amendments set forth in these Articles were adopted on March 24, 2023 by the unanimous written consent of the Board of Directors and shareholders of the Corporation.

#### ARTICLE I: NAME

The name of the corporation shall be Sandler, Travis & Rosenberg, P.A.

## ARTICLE II: PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is 5835-Watcoford District Drive (f/k/a Blue Lagoon Drive), Suite 200, Miami, FL 33126.

### ARTICLE III: DURATION

The term of existence of the Corporation is perpetual.

#### ARTICLE IV: PURPOSE

The general nature of the business to be transacted by the Corporation shall be to engage in the practice of law. No professional services for which the Corporation was formed shall be rendered on behalf of the Corporation except through officers, employees or agents of the Corporation who are duly licensed or otherwise legally authorized to render such professional services. As used in this Article IV, the term "employee" shall be deemed to exclude clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required. Notwithstanding the foregoing, the Corporation shall have all powers generally granted to corporations in the State of Florida unless specifically precluded from those powers by the PSCLLCA, and may invest its funds in real estate, mortgages, stocks, bonds or other types of investments, may borrow and provide guarantees, and may own real and personal property, in each case as necessary or advisable for the rendering of the professional services authorized hereby.

#### ARTICLE V: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 975, all of which shall be common stock with a par value of \$1.00 per share.

# ARTICLE VI: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

# ARTICLE VII: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 5835 Waterford District Drive (f/k/a Blue Lagoon Drive), Suite 200, Miami, FL 33126. The name of the registered agent of the Corporation at that office is Larry T. Ordet.

# ARTICLE VIII: EFFECTIVE DATE

These Articles shall be effective as of March 28, 2023.

## ARTICLE IX: AMENDMENT OF ARTICLES.

These Articles may be altered, amended, or repealed by an affirmative vote of 66.67% of the shareholders of the Corporation.

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I hereby accept the appointment	t as registered agent. I am familiar with and accept the
obligations of the position.	OccuSigned by:
	larry Ordet
	Signature of the New Registered Agent

**IN WITNESS WHEREOF**, these Articles been executed by a duly authorized officer of the Corporation as of March 27, 2023.

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I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of the New Registered Agent

**IN WITNESS WHEREOF**, these Articles been executed by a duly authorized officer of the Corporation as of March 27, 2023.

--- DocuSigned by:

Name: Larry T. Ordet
Title: Authorized Signatory

lawrence Ordet

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