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COR AMND/RESTATE/CORRECT OR O/D RESIGN
TAYLOR DAY, P.A.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TAYLOR DAY, P.A.**

Taylor Day, P.A., a professional corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Taylor Day, P.A. and its original Articles of Incorporation were filed with the Department of State of the State of Florida on March 9, 1981.
2. The Amended and Restated Articles of Incorporation of the Corporation set forth below reflect the amendment and restatement of certain provisions, which amendments were adopted and recommended to the shareholders of the Corporation by the Board of Directors of the Corporation by resolutions effective as of December 14, 2022, and approved by all of the shareholders of the Corporation, the number of votes cast being sufficient for approval, on December 14, 2022, in accordance with Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"). There were no voting groups entitled to vote separately hereon.
3. These Amended and Restated Articles of Incorporation of the Corporation amend, restate and integrate the provisions of the Corporation's Articles of Incorporation in its entirety as follows:

**ARTICLE I
NAME**

The name of this corporation is Taylor Day, P.A. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 50 North Laura Street, Suite 3500, Jacksonville, Florida 32202.

**ARTICLE III
PURPOSE**

The nature of the business and purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the FBCA.

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ARTICLE IV
CAPITAL STOCK

The total number of shares of all classes of stock that the Corporation is authorized to issue is (i) seven thousand five hundred (7,500) shares of common stock ("Common Stock") and (ii) two (2) shares of preferred stock ("Preferred Stock"). None of the shares of capital stock of the Corporation may be issued to anyone other than and individual duly licensed or otherwise legally authorized to practice law in the State of Florida.

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

- 1. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.
- 2. Dividends. The Corporation may declare, pay or set aside any dividends on shares of Common Stock from time to time, as determined by the Corporation's Board of Directors.

B. PREFERRED STOCK

- 1. Voting. The holders of Preferred Stock shall not have any voting rights.
- 2. Dividends. The holder of a share of Preferred Stock shall be entitled to receive dividends in an aggregate amount of \$371,019 (the "Special Dividend"). The Corporation may declare, pay or set aside any portion of the Special Dividends from time to time, as determined by the Corporation's Board of Directors; provided, however that the Special Dividend shall be paid in full within five (5) years of the date of adoption of these Amended and Restated Articles of Incorporation. Once the Corporation has paid the Special Dividends in full to each holder of Preferred Stock, the Corporation shall redeem the outstanding shares of Preferred Stock at a price of \$1.00 per share of Preferred Stock and such shares of Preferred Stock shall be canceled and no other shares of Preferred Stock shall be issued.
- 3. Liquidation, Dissolutions or Winding Up; Certain Mergers, Consolidations and Asset Sales. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event (as defined below), if the Special Dividends have not been paid in full, the holders of Preferred Stock then outstanding shall be entitled to be paid the balance of any Special Dividends out of the assets of the Corporation available for distribution to its shareholders (in the case of liquidation, dissolution or winding up of the Corporation) or the consideration payable to shareholders (in the case of a Deemed Liquidation Event), as applicable.

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- 4. Deemed Liquidation Events. Each of the following events shall be considered a "Deemed Liquidation Event" (a) a merger, share exchange, sale of common stock or consolidation in which the Corporation is a constituent party and the holders of the outstanding common stock of the Corporation shall collectively hold less than 50% of the capital stock of the entity surviving such merger, share exchange or consolidation; or (b) the sale or disposition (whether by merger, consolidation or otherwise, and whether in a single transaction or a series of related transactions) of substantially all of the assets of the Corporation.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 50 North Laura Street, Suite 3500 and the name of the registered agent of the Corporation at that address is Reed W. Grimm.

**ARTICLE VI
DIRECTORS**

The number of directors constituting the Corporation's Board of Directors shall be any number fixed from time to time in accordance with the Corporation's bylaws, but shall never be less than one.

Directors of the Corporation shall not be personally liable for monetary damages to the Corporation to the fullest extent permitted by Florida law.

**ARTICLE VII
INDEMNIFICATION**

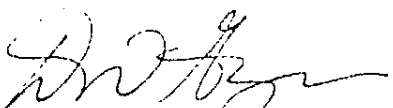
The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved 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 VII shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

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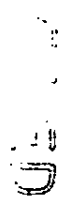
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IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to laws of the State of Florida, has executed this Amended and Restated Articles of Incorporation as of December 14th 2022.

By: 
Name: DAVID GAGNON
Title: Shareholder, Vice President

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