

12/11/2018



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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BATTERY DISTRIBUTORS SOUTHEAST, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BATTERY DISTRIBUTORS SOUTHEAST, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, Battery Distributors Southeast, Inc. hereby amends and restates its Articles of Incorporation as follows:

**ARTICLE I - NAME**

The name of the corporation is K and J Battery, Inc. (the "Corporation").

**ARTICLE II - ADDRESS**

The street address of the principal office and the mailing address of the Corporation are:

14 C Street  
St. Augustine, Florida 32080

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of performing lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE**

The Corporation will exist perpetually. These Articles of Incorporation shall be effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares the Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The Corporation hereby (i) designates 14 C Street, St. Augustine, Florida 32080 as the street address of the Corporation's registered office, and (ii) names Paul M. Krumer as the Corporation's registered agent at that address to accept service of process within the State of Florida.

**ARTICLE VII - BOARD OF DIRECTORS**

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

**ARTICLE VIII - INDEMNIFICATION**

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation

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shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

#### ARTICLE IX – JURISDICTION AND VENUE

Unless the Corporation consents in writing to the selection of an alternative forum or a federal court assumes exclusive jurisdiction, the federal and state courts sitting in the State of Florida shall be the sole and exclusive fora for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or to its shareholders, (c) any action asserting a claim arising pursuant to any condition, provision or term of the Florida Business Corporation Act, these Articles of Incorporation or the Corporation's bylaws, or (iv) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article X.

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These Amended and Restated Articles of Incorporation contain amendments to the Corporation's Articles of Incorporation, which were unanimously approved by the Corporation's Board of Directors and its shareholders, on November 30, 2018.

The undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation under the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation.

BATTERY DISTRIBUTORS SOUTHEAST, INC., a  
Florida corporation

By: Melinda H. Kramer  
Melinda H. Kramer, President

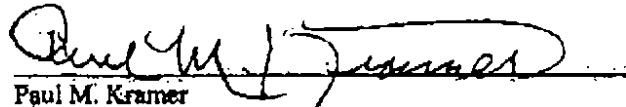
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### ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that he is familiar with, and accepts the obligations of such position.

Dated: December 11, 2018

  
Paul M. Kramer

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