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Florida Department of State  
Division of Corporations  
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PHOENIX AMERICAN ADMINISTRATORS, INC.**

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January 4, 2021

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PHOENIX AMERICAN ADMINISTRATORS, INC.  
6303 BLUE LAGOON DRIVE  
SUITE 225  
MIAMI, FL 33126US

SUBJECT: PHOENIX AMERICAN ADMINISTRATORS, INC.  
REF: J59378

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Terri J Schroeder  
Regulatory Specialist III

FAX Aud. #: H20000443209  
Letter Number: 321A00000036

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PHOENIX AMERICAN ADMINISTRATORS, INC.  
(a Florida corporation)**

Pursuant to the Florida Business Corporation Act, Chapter 607, Part I, Florida Statutes (as the same may be hereafter amended from time to time, the "FBCA"), the Articles of Incorporation of PHOENIX AMERICAN ADMINISTRATORS, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), are hereby amended and restated in their entirety as follows:

**ARTICLE I - NAME**

The name of the Corporation is PHOENIX AMERICAN ADMINISTRATORS, INC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office of the Corporation is located at, and the mailing address of the Corporation is, 6303 Blue Lagoon Dr., Suite 225, Miami, Florida (United States) 33126.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is CT Corporation System, 1200 S. Pine Island Rd., Plantation, FL 33324. The name of the registered agent of the Corporation at that office is CT Corporation System.

**ARTICLE IV - PURPOSE**

The Corporation may engage in any lawful act, activity or business for which corporations may be organized, and with respect to which corporations may engage, under the FBCA.

**ARTICLE V - CAPITAL STOCK**

The total number of shares which the Corporation is authorized to issue is 1,000. All such shares are of one class and are shares of common stock with the par value of \$1.00 per share. The issued and outstanding shares together (i) have unlimited voting rights, with each share entitled to one vote, and (ii) are entitled to participate equally in such dividends as may be declared by the Board of Directors out of funds legally available therefor, and to participate equally in all distributions of net assets upon dissolution in accordance with the FBCA.

**ARTICLE VI - CUMULATIVE VOTING**

All shareholders are entitled to cumulate their votes for directors pursuant to Section 607.0728(3) of the FBCA.

## **ARTICLE VII – PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights for shareholders pursuant to the provisions of Section 607.0630(2) of the FBCA.

## **ARTICLE VIII - DIRECTORS AND OFFICERS**

The board of directors of the Corporation (the “Board of Directors”) shall consist of one (1) member. The number of members constituting the Board of Directors may be fixed, and increased or decreased, from time to time as provided in the bylaws of the Corporation as amended and in effect from time to time (the “Bylaws”). All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by or under the direction of, the Board of Directors.

The name and address of the sole director of the Corporation is:

Director  
R. Steven Brooks  
6303 Blue Lagoon Drive, Suite 225  
Miami, FL 33126

The names and addresses of the officers of the Corporation are:

President  
R. Steven Brooks  
6303 Blue Lagoon Drive, Suite 225  
Miami, FL 33126

Secretary/Treasurer  
Katherine T. Aponte  
6303 Blue Lagoon Drive, Suite 225  
Miami, FL 33126

## **ARTICLE IX - BYLAWS**

The Board of Directors and the shareholders shall have the power and authority to adopt, amend or repeal the Bylaws, as set forth in the Bylaws. The Bylaws may contain any rule, procedure, protocol, term or provision that is not inconsistent with the applicable laws of the State of Florida or with these Amended and Restated Articles of Incorporation (these “Articles”).

## **ARTICLE X - LIMITATION OF LIABILITY**

To the fullest extent permitted by the FBCA, as the same exists or may hereafter be amended, no member of the Board of Directors is or shall be personally liable to the Corporation or any of its shareholders or any other person or entity for monetary damages for or relating to or in respect of any statement, vote, decision to take or not to take action, or any failure to vote, decide

or take action, as a director, unless the breach or failure to perform his or her duties as a director is proven to satisfy the standards set forth in Section 607.0831(1)(a) and (b) of the FBCA (or a successor provision(s) of such law, as the same exists or may hereafter be amended). Notwithstanding the foregoing, if the FBCA is amended in any respect hereafter to authorize the further or expanded elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized or permitted by the FBCA, as so amended. Any repeal or modification of this Article X shall not adversely affect any right, protection or limitation of liability of or regarding a director of the Corporation existing at the time of such repeal or modification with respect to acts, failures to act or omissions occurring prior to such repeal or modification.

#### **ARTICLE XI - 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, and as may be set forth in the Bylaws insofar as consistent with the foregoing, 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, by reason of the fact that he or she, or a person for whom he or she is 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 XI 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 XII - AMENDMENTS TO ARTICLES OF INCORPORATION**

The Corporation reserves the right to alter, amend, change or repeal any provision contained in these Articles, or any amendment thereto, in the manner now or hereafter provided in or under the FBCA (as the same exists or may hereafter be amended), and any and all powers, preferences, privileges and other rights conferred on shareholders or any shareholder herein are subject to this reservation.

#### **ARTICLE XIII - APPLICABLE LAW AND VENUE**

These Articles and the internal affairs of the Corporation shall be governed by and interpreted under the laws of the State of Florida, excluding its conflict of laws principles. Unless the Corporation consents in writing to the selection of an alternative forum, the Circuit Court in and for Miami-Dade County (or the U.S. Federal District Court for the Southern District of Florida, Miami Division) shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer (or affiliate of any of the foregoing) of the Corporation to the Corporation or the Corporation's shareholders, (iii) any action asserting a claim arising pursuant

to any provision of the FBCA, these Articles or the Bylaws, or (iv) any other action asserting a claim arising under, in connection with, and governed by the internal affairs doctrine.

*[Remainder of the page intentionally left blank]*

*[Signature page to Amended and Restated Articles of Incorporation]*

These Amended and Resated Articles of Incorporation of the Corporation supersede and replace in its entirety the original articles of incorporation of the Corporation and all amendments to and/or restatements of such and any other prior articles of incorporation of the Corporation.

The Corporation does hereby certify that pursuant to Sections 607.0821, 607.1001, 607.1003 and 607.1007 of the FBCA, the foregoing amendments and restatements were approved by the Board of Directors and adopted by the shareholders of the Corporation pursuant to that certain Written Consent of the Sole Director and Shareholder of the Corporation as of the date set forth therein.

IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the Corporation, by and on behalf of the Corporation and for the purpose of amending and restating the Corporation's articles of incorporation including all amendments thereof pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of the date written below.

**PHOENIX AMERICAN ADMINISTRATORS, INC.**

By: DocuSigned by:  
R. Steven Brooks  
Name: R. Steven Brooks  
Title: President  
Date: 28-Dec-2020 | 9:30:56 AM PST