

K87861

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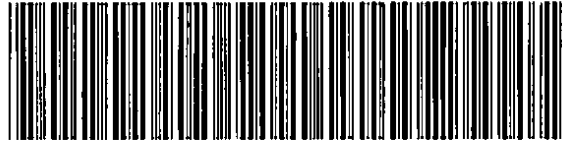
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CAPITAL CONNECTION, INC.

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ATIONAL DEVELOPMENT OF AMERICA

NC

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NATIONAL DEVELOPMENT OF AMERICA, INC.**

The undersigned, being the President of National Development of America, Inc., a Florida corporation (the "Corporation"), and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 12, 1989, Document No. K87861.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and its shareholders on OCTOBER 13, 2020. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I
NAME**

The name of the corporation is **National Development of America, Inc.**

**ARTICLE II
TERM OF EXISTENCE**

The corporation shall have perpetual duration until dissolved as provided by law.

**ARTICLE III
PURPOSE**

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares of stock, which the corporation is authorized to issue, is Five Thousand (5,000) shares of \$1.00 par value common stock, which shall be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

**ARTICLE V
BYLAWS**

The Bylaws of this Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the Shareholders or the Directors in accordance with the provisions of Chapter 607, Florida Statutes and as expressly set forth in the Bylaws.

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ARTICLE VI
PRINCIPAL OFFICE

The street address of the principal office of the corporation is **12629 New Brittany Boulevard, Building 16, Fort Myers, Florida 33907.**

ARTICLE VII
REGISTERED AGENT

The street address of the registered office of the corporation is **12629 New Brittany Boulevard, Building 16, Fort Myers, Florida 33907**, and the name of its registered agent at such address is **Eric C. Miller.**

ARTICLE VIII
BOARD OF DIRECTORS

The Corporation shall have a Board of Directors of not less than one (1) Director, which number may be increased or decreased from time to time. The number of Directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

The name and mailing address of the current directors of the Corporation, who, subject to the Bylaws of the Corporation shall hold office until his or her successor is appointed, are:

<u>NAME</u>	<u>ADDRESS</u>
Eric C. Miller	12629 New Brittany Boulevard Building 16 Fort Myers, FL 33907
Brian C. Miller	12629 New Brittany Boulevard Building 16 Fort Myers, FL 33907
Matthew D. Miller	12629 New Brittany Boulevard Building 16 Fort Myers, FL 33907
John D. Raymond	12629 New Brittany Boulevard Building 16 Fort Myers, FL 33907
Ashley E. Huber	12629 New Brittany Boulevard Building 16 Fort Myers, FL 33907

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**ARTICLE IX
OFFICERS**

The name and mailing address of the officers of the Corporation, who, subject to the Bylaws of the Corporation shall hold office until his or her successor is elected, are:

<u>OFFICE/NAME</u>		<u>ADDRESS</u>
<u>President:</u>	Eric C. Miller	12629 New Brittany Boulevard Building 16 Fort Myers, FL 33907
<u>Secretary:</u>	Debra F. Henderson	12629 New Brittany Boulevard Building 16 Fort Myers, FL 33907

**ARTICLE X
LIABILITY**

A director or an officer of the corporation shall not be personally liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director or an officer, unless the director breached or failed to perform his or her duties as a director and such breach or failure to perform those duties constitutes:

1. A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
2. A transaction from which the director derived an improper personal benefit, either directly or indirectly;
3. A circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable;
4. In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or
5. In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

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If the Florida Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or an officer of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XI **INDEMNIFICATION**

The corporation shall indemnify a director or an officer under the following circumstances:

1. The Corporation shall indemnify any director or officer who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. The Corporation shall indemnify any director or officer who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case,

such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

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3. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in 1. or 2., or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and its officers to the fullest extent permitted by law. If the Florida Business Corporation Act is hereafter amended to authorize broader indemnification of directors and officers, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action, to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and its officers to the fullest extent permitted by law. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XII RELATED TRANSACTIONS

A director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the Corporation entitled to vote, nor shall any director or officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

Dated this 13TH day of OCTOBER, 2020.



Eric C. Miller, President

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.



Print Name: Eric C. Miller