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Division of Corporations

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CONTEC SOUTH FLORIDA LLC**

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF**

**CONTEC SOUTH FLORIDA LLC**

These AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF CONTEC SOUTH FLORIDA LLC (these "Articles"), are issued and entered by ONX, INC., a Delaware corporation (the "Member"), as the sole member of CONTEC SOUTH FLORIDA LLC (the "Company"), a limited liability company duly formed in the State of Florida and assigned Florida Number L21000205824, on the date set forth below, but to be effective as of December 30, 2022. These Articles amend, restate, and supersede all prior Articles of Organization for the Company, specifically including, without limitation, those certain Articles of Organization of the Company dated and filed May 6, 2021, as amended by those certain Articles of Amendment to Articles of Organization of the Company dated and filed May 20, 2021. These Articles are issued and entered pursuant to the laws of the State of Florida, Florida Statute 605 -Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The Member declares that these Articles shall serve as the Charter and authority for the conduct of business of the Company.

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Company shall be CONTEC SOUTH FLORIDA LLC, and its principal office and mailing address shall be located at 1200 NW 4th Street, Homestead, Florida 33030, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the Member may designate.

**ARTICLE II  
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or company carrying on any kind of business of a similar nature to that which the Company is

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authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the right, title, and interest in and to any property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, company, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the Company's powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or companies, and perform any service under contract or otherwise for any company, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

This Article II sets forth the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. All such clauses shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### **ARTICLE III** **EXERCISE OF POWERS**

All Company powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of, the sole Member of the Company. This Article III may be amended from time to time by the Member.

### **ARTICLE IV** **MANAGEMENT**

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Management of the Company is reserved to the Member. The Member may also establish officers of the Company ("Officer(s)"), which may include a Chief Executive Officer; President, Vice President(s), Chief Financial Officer; Treasurer, and General Counsel; Secretary, but such Officers shall not necessarily be members of the Company but shall have the authorities to represent the Company pursuant to the instructions of the Member.

The name and mailing address for the sole Member of the Company is as follows:

ONX, INC.  
3200 Earhart Drive  
Carrollton, Texas 75006

#### ARTICLE V OFFICERS

The Company shall have five (5) Officers initially. The number of Officers may be increased from time to time, but there shall always be at least one (1) Officer.

To the extent permitted by law, the Company shall indemnify and hold harmless each person serving as an Officer of the Company and each person who serves, at the request of the Company, as an officer of any other company, from and against any and all claims and liabilities to which such person shall become subject by reason of being an Officer of the Company, or by reason of any action alleged to have been taken or omitted by them as an Officer. The Company shall reimburse each such Officer for all costs, legal and other expenses reasonably incurred by such Officer in connection with any claim or liability. The foregoing indemnity shall specifically exclude claims arising as result of the gross negligence, willful misconduct, or fraud on the part of such Officer.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between the Company and any other firm or company and no act of the Company shall in anyway be affected or invalidated by the fact that any of the Officers of the Company are peculiarly or otherwise interested in or are officers of such other firm or company, provided that the fact that such Officer is so interested shall be disclosed or shall be known to the Member of the Company; and any Officer of the Company who is also an officer of such other company or is so interested, may be counted in determining the existence of a quorum at any meeting of the Member of the Company which shall authorize any such contract or transactions, with the like force and effect as if the Officer was not an officer of such other company or was not so interested.

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The initial Officers of the Company are as follows:

<u>NAME</u>	<u>TITLE</u>
Ashish Bhardwaj	Chief Executive Officer, President
Alejandro Castro	Chief Financial Officer, Treasurer
Ravi Bhat	Vice President
Fernando Arango	Vice President
Timothy H. Daniel	General Counsel, Secretary

**ARTICLE VI**  
**MEMBERSHIP RESTRICTIONS**

The Member shall have the right to admit new members by consent. Contributions required of new members shall be determined as of the time of admission to the Company.

A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VII**  
**PROFITS AND LOSSES**

1. Profit Sharing. The Member shall be entitled to the net profits arising from the operation of the Company business that remains after the payment of the expenses of conducting the business of the Company. The distributive share of the profits shall be determined and paid to the Member periodically and in the Member's discretion.

2. Losses. All losses that occur in the operation of the Company's business shall be paid out of the capital of the Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the Member.

**ARTICLE VIII**  
**DURATION**

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The Company shall exist perpetually until dissolved in a manner provided by applicable law, or as provided in the Operating Agreement adopted by the members.

**ARTICLE IX**  
**REGISTERED OFFICE AND AGENT**

The Company's registered agent shall be Cuevas, Garcia & Torres, P.A., 4000 Ponce De Leon Boulevard, Suite 610, Coral Gables, Florida 33146, County of Miami-Dade, and the name of the Company's registered agent at that address is Jose A. Torres, Esq.

NOW, THEREFORE, the undersigned, being the sole Member of the Company, hereby certifies that this instrument constitutes the Amended and Restated Articles of Organization of the Company.

Executed by the undersigned at The Woodlands, TX  
on January 4<sup>th</sup>, 2023, but effective as of December 30, 2022.

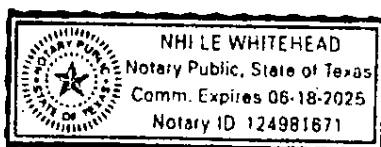
**MEMBER:**


ONX, INC., a Delaware corporation,  
its sole member

By:   
Alejandro Castro,  
Chief Financial Officer, Treasurer

THE STATE OF TEXAS           §  
  §  
COUNTY OF MONTGOMERY   §

The foregoing-instrument was acknowledged before me on January 4, 2023, by Alejandro Castro, in his capacity as Chief Financial Officer, Treasurer of ONX, INC., the sole member of CONTEC SOUTH FLORIDA LLC, a Florida limited liability company. He is ☒ personally known to me or has produced [ ] as identification.



  
Notary Public in and for  
The State of Texas

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