

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

700000080125

Benz Enterprises Corporation

900003371069-1
-08/24/00-01037-012
*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____ **EFFECTIVE DATE** 08/23/00
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
00 AUG 24 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 AUG 24 PM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITH AUG 24 2000

Signature _____

Requested by: _____

8/24/00 9:47

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
BENZ ENTERPRISES CORPORATION

00 AUG 24 PM 12: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I - NAME

The name of the Corporation is BENZ ENTERPRISES CORPORATION

ARTICLE II - EXISTENCE

This Corporation shall commence its existence on the date of subscription and acknowledgment of these Articles and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which this Corporation is organized are:

- (a) To purchase, acquire, hold, improve, develop, sell, convey, assign, release, mortgage, encumber, lease, subdivide and deal in real estate of every kind and nature, improved and unimproved.
- (b) To act as nominee or agent for the purpose of land acquisition, development, sales or financing.
- (c) To act as a general partner in any limited partnership created under or by the laws of the State of Florida, or any other State or government, which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, to act as nominee for the purpose of acquiring, financing and transferring real and personal property.
- (d) To buy, own, hold, sell, lease, assign, pledge or encumber any stores, businesses, corporations, plants, lands or any other properties, real, personal, intangible or mixed, or which can now or may produce any benefit or profit to this Corporation of any kind, type or nature whatsoever.
- (e) To subscribe or cause to be subscribed for, purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes or other evidences of indebtedness of any corporation, stock company or association now or hereafter existing, and whether created by or under the laws of the State of Florida, or otherwise, and while owners of any of said shares of capital stock or bonds or other real property, to exercise all the rights, powers and privileges of ownership of

every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

- (f) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trademarks, concessions, inventions, formulae, improvements, processes of any nature whatsoever, copyrights and Letters of Patent of The United States and of foreign countries, and to accept and grant license thereunder.
- (g) To purchase, hold, sell and re-issue the shares of its own capital stock.
- (h) To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will, or assets of any person, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that for which this Corporation is organized.
- (i) Without any particular limiting of any of the objects and powers of the Corporation to do all things hereinbefore enumerated, and also to issue or exchange stocks, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business, to borrow money without limit, to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds or other obligations, or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.
- (j) To conduct and transact any and all lawful business or activity for which a corporation may be created under the provisions of Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock, each having a par value of One Dollar (\$1.00).

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|--|
| Michael Hric | 2801 Fruitville Road, Suite 100 Sarasota, Florida 34237 |

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The street address of the corporation's initial registered office is 2801 Fruitville Road, Suite 100, Sarasota, Florida 34237, and the name of the initial registered agent of this Corporation at that address is Michael Hric. This is also the principal office and mailing address of the Corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by amendment to the Bylaws. The name and address of the initial director is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| Patrick H. Benz | 1681 Landings Lane Sarasota, Florida 34231 |

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this Corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE IX – INDEMNIFICATION

The Corporation may, in its discretion, indemnify any officer or director, or any former officer or director, to the full extent permitted by law with any such indemnification to be provided in the Bylaws of this Corporation, as amended from time to time.

ARTICLE X – RESTRICTION ON TRANSFER OF STOCK

No transfers of stock of the corporation or any interest therein shall be permitted or effected which would result in disqualification of the corporation to continue as an S Corporation, within the meaning of the Internal Revenue Code of 1986, unless said election has been terminated in accordance with the following:

Termination of S Corporation Election:

The corporation's S corporation election may be terminated only in the event of an affirmative vote to that effect by a majority of the outstanding and issued shares of the corporation. A condition precedent to any such vote shall be a minimum of 30 days written notice of a proposed meeting of shareholders to consider termination of the "S" election. The President of the corporation shall provide any such notice and also set a time and place for a shareholders' meeting to consider termination of the S corporation election upon a request made by shareholders of the corporation holding a minimum of 25% of the common stock of the corporation, or upon a majority vote of the directors of the corporation, as the case may be.

This provision shall be binding on any executor, administrator, or other legal representative, donee, beneficiary or heir-at-law of every shareholder. The Secretary of the corporation is hereby directed to place the following statement on each certificate of stock to be issued or which may hereafter be issued:

"The shares of stock of this corporation represented by this certificate are subject to certain restrictive provisions of the articles of incorporation of this corporation relative to the sale, pledge or transfer thereof, a copy of which is on file in the office of the Secretary of the corporation."

ARTICLE XI – DIRECTOR'S CONFIDENTIALITY AGREEMENT

By agreeing to serve on the Board of Directors of the corporation, each director agrees that he shall not now or at any time in the future, utilize, disclose, publish, transfer, or in any way disseminated any techniques, procedures, processes, or any other Confidential Information that he may learn as a result of serving on the Board of Directors, having entrance or access to the facilities of the corporation, any examination of the corporation's documents, any communication with the corporation's personnel, or as a result of obtaining Confidential Information in any other manner whatsoever. For purposes of these Articles of Incorporation, Confidential Information shall include plans, designs, drawings, photographs, models, data, software, hardware, inventions, products, machines, improvements, know-how, concepts, methods, chemical formulae, programs, trade secrets, hypotheses, formulas, techniques, supplier lists, customer lists, marketing and business plans, financial information (including information concerning costs, profits, revenues, margins and any other marketing, sales, and business or financial information, whether actual, estimated or projected) and all other work products or proprietary information of any kind or nature, whether or not patentable or copyrightable, pertaining to the corporation and its business. Without limiting the foregoing, any and all records, reports, whether financial or otherwise, disks, diskettes, writings of any kind or nature, photographs, tapes, films, or other electronic, visual or audio records of any kind or nature containing or pertaining to, in

whole or in part, the business of the corporation, whether originals or copies, shall be considered Confidential Information.

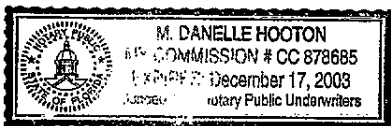
In the event of any violation or alleged violation of this provision of these Articles of Incorporation, the corporation shall be entitled to immediate ex parte injunctive relief in the Circuit Court in and for Manatee County, Florida, or other Court of competent jurisdiction, enjoining the violation of this provision, without proof of irreparable harm (it being understood and agreed that a violation of this provision constitutes irreparable harm to the corporation) and without the necessity of posting bond. The obtaining of injunctive relief by the corporation shall not preclude it from seeking any and all appropriate remedies allowed by law for violation of this provision, including an action for money damages. Each director agrees to be liable for all of the corporation's reasonable attorney's fees and expenses incurred in connection with the enforcement of this provision in the event of any breach by such director.

WITNESS my hand and seal, Sarasota, Florida, this 23rd day of August, 2000.

M H R
MICHAEL HRIC

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing Articles of Incorporation were acknowledged before me on this 23rd day of AUGUST, 2000 by Michael Hric, who is personally known to me or produced _____ as identification and who did not take an oath.



M Danielle Hooton
NOTARY PUBLIC
Name Printed: M DANIELLE HOOTON
My Commission Expires: 12/17/03
My commission No.: CC878685

Acceptance by Registered Agent of such designation and agreement to perform the duties of such office is attached hereto and is incorporated as an integral part of these Articles of Incorporation.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

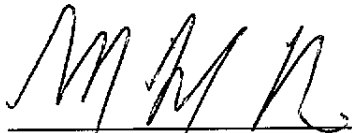
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the Corporation is BENZ ENTERPRISES CORPORATION
2. The name and address of the registered agent and office is:

Michael Hric
2801 Fruitville Road, Suite 100
Sarasota, Florida 34237

FILED
00 AUG 24 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Michael Hric

August 23, 2020

DATE