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Name: Merritt Walker

Reference #: 1605647

Entity Name: E.C. FENNEL, P.A.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

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Signature: *MW*



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Signature: 

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
E.C. FENNELL, P.A.
(A Florida Corporation)**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **E.C. FENNELL, P.A.** (the "**Corporation**"). The date of filing the original Articles of Incorporation with the Secretary of State was May 23, 2002, as further amended. The document number assigned to the Corporation by the Florida Department of State is No.: P02000057557.

2. The Amended and Restated Articles of Incorporation were unanimously adopted and approved by all of the members of the Board of Directors and the sole Shareholder of the Corporation on February 25, 2022 in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the corporation is E.C. FENNELL, P.A.

ARTICLE II

The principal place of business and mailing address of the Corporation is:

701 Northpoint Pkwy, STE 110
West Palm Beach, FL
33407

ARTICLE III

The Corporation is organized for the purpose of providing engineering services and related consultation services and engage in any lawful act or activity for which a corporation organized under the Florida Business Corporation Act may engage.

ARTICLE IV

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

The street address of the Corporation's registered office is 115 N. Calhoun Street, Suite 4, Tallahassee, FL 32301. The name of the Corporation's registered agent at that office is Cogency Global Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 Florida Statutes.

Cogency Global Inc.

By: Merritt Walker
Name: Merritt Walker
Title: Asst. Secretary

ARTICLE VI

The total number of shares of all classes of stock that the Corporation has authority to issue is (a) 2,000 shares of common stock ("**Common Stock**"), consisting of 1,000 shares of voting common stock, \$1.00 par value per share ("**Voting Common Stock**"), and 1,000 shares of non-voting common stock, \$1.00 par value per share ("**Non-Voting Common Stock**").

A. Common Stock. The following rights, powers privileges and restrictions, qualifications, and limitations apply to the Common Stock:

1. General. The powers, preferences and rights of the Voting Common Stock and Non-Voting Common Stock, and the qualifications, limitations or restrictions thereof shall in all respects be identical except as otherwise provided by law or expressly provided herein.

2. Voting Common Stock. Each share of Voting Common Stock shall entitle the holder thereof to one vote for all matters submitted to a vote of the Corporation's shareholders.

3. Non-Voting Common Stock. Except as otherwise required by law, each share of Non-Voting Common Stock shall have no voting rights.

4. Voting. Unless required by law, there shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of the Business Corporation Act.

5. Election of Directors. The holders of record of the Company's Voting Common Stock are entitled to elect directors. Any director elected as provided in the preceding sentence may be removed without cause by the affirmative vote of the holders of the Voting Common Stock, given either at a special meeting of the shareholders duly called for that purpose or pursuant to a written consent of shareholders. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the Voting Common Stock constitutes a quorum for the purpose of electing the director.

6. Dividends. If and when dividends on the Voting Common Stock and Non-Voting Common Stock are declared payable from time to time by the Board of Directors, whether payable in cash, in property or in shares of stock of the Corporation, the holders of Voting Common Stock and the holders of Non-Voting Common Stock shall be entitled to share equally, on a per share basis, in such dividends, except that, if dividends are declared that are payable in shares of Voting Common Stock or Non-Voting Common Stock, dividends shall be declared that are payable at the same rate on both classes of stock and the dividends payable in shares of Voting Common Stock shall be payable only to holders of that class of stock and the dividends payable in shares of Non-Voting Common Stock shall be payable only to holders of that class of stock.

7. Conversion of Common Stock.

(a) Subject to the rights of a holder of Common Stock in clause (b) below, if a holder of shares of Non-Voting Common Stock acquires any shares of Voting Common Stock such shares of Voting Common Stock so acquired shall automatically be converted into an equivalent number of shares of Non-Voting Common Stock.

(b) A holder of Common Stock may, effective upon delivery of written notice to the Company, convert any or all of such holder's Voting Common Stock to Non-Voting Common Stock and a holder of Non-Voting Common Stock may, effective upon delivery of written notice to the Company, convert any or all of such holder's Non-Voting Common Stock to Voting Common Stock.

ARTICLE VII

A. Amendment of Bylaws. Subject to any additional vote required by this Amended and Restated Certificate or bylaws of the Corporation (the "Bylaws"), in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws.

B. Number of Directors. The number of directors of the Corporation shall initially be four (4). The number of directors may be either increased or decreased from time to time in accordance with the Bylaws.

C. Ballot. Elections of directors need not be by written ballot unless the Bylaws so provide.

D. Meetings and Books. Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board or in the Bylaws.

ARTICLE VIII

A. Limitation. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Business Corporation Act or any other law of the State of Florida is amended after approval by the shareholders of this Article VIII to authorize corporate

action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Business Corporation Act as so amended. Any repeal or modification of the foregoing provisions of this Article VIII by the shareholders will not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

B. Indemnification. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which Business Corporation Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by the Business Corporation Act.

C. Modification. Any amendment, repeal, or modification of the foregoing provisions of this Article VIII will not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

ARTICLE IX

To the maximum extent permitted from time to time under the law of the state of Florida, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time being presented to its officers, directors or stockholders, other than (i) those officers, directors or stockholders who are employees of the Corporation and (ii) those opportunities demonstrated by the Corporation to have been presented to such officers, directors or stockholders expressly as a result of their activities as a director, officer or stockholder of the Corporation. No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities which such officer, director or stockholder becomes aware prior to such amendment or repeal.

* * * * *

[Signature page follows]

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IN WITNESS WHEREOF, the undersigned duly authorized representative of the Corporation executed these Amended and Restated Articles of Incorporation this 25th day of February, 2022.

By: /s/ Everett C. Fennell

Name: Everett C. Fennell

Title: Chief Executive Officer

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