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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GLFINANCIAL CORP.**

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION ("Restated Articles") are adopted as of the 1st day of January, 2023, by GLFinancial Corp., a Florida corporation.

RECITALS:

WHEREAS, Articles of Incorporation of GLFinancial Corp. (the "Corporation") were filed with the Department of State of the State of Florida on June 13, 2002, under Document Number P02000065728 (the "Original Articles");

WHEREAS, the Corporation desires to amend, restate and replace the Original Articles in their entirety as more particularly set forth in these Restated Articles; and

WHEREAS, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act"), these Restated Articles contain certain amendments to the Original Articles which require shareholder approval and the Restated Articles were adopted and approved on January 1, 2023 by the Corporation's shareholders pursuant to a written consent, the number of votes cast being sufficient for approval, effective as of the date these Restated Articles are recorded with the Department of State of the State of Florida, in the manner prescribed by Section 607.1003 of the Act.

NOW THEREFORE, pursuant to the approval and for the reasons aforementioned, the undersigned does hereby amend and restate the Original Articles in their entirety as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation shall be: GLFinancial Corp. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation is: 1600 Sawgrass Corporate Parkway, Suite 400, Sunrise, Florida 33323.

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ARTICLE III CAPITAL STOCK

1. Authorized Capital Stock. Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors may from time to time determine. All capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue shall be 20,000 consisting of:

- (a) 10,000 shares of Class A Common Stock, having a par value of \$1.00 per share; and
- (b) 10,000 shares of Class B Common Stock, having a par value of \$1.00 per share.

2. Terms of Common Stock.

(a) General. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each share of each class of Common Stock shall have identical powers, preferences, qualifications, limitations and other rights. The Class A Common Stock and Class B Common Stock are hereinafter collectively referred to as the "Common Stock."

(b) Voting Rights. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation: (i) each share of Class A Common Stock shall be entitled to one vote per share; and (ii) each share of Class B Common Stock shall be non-voting.

(c) Dividends. Dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis; provided that: (i) if dividends are declared that are payable in shares of Common Stock, such dividends shall be declared and payable at the same rate to holders of each class of Common Stock, but the holders of Class A Common Stock shall receive dividends in Class A Common Stock (rather than dividends in Class B Common Stock), and the holders of Class B Common Stock shall receive dividends in Class B Common Stock (rather than dividends in Class A Common Stock), and (ii) if the dividends consist of other voting securities of the Corporation, the Corporation shall declare and pay such dividends in separate classes of securities, identical in all respects, except that the voting rights of each such security shall correspond to the class of security held.

(d) Liquidation. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of each class of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation.

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(e) *Stock Splits.* The Corporation may not split, divide or combine the shares of any class of Common Stock unless, at the same time, the Corporation splits, divides or combines, as the case may be, the shares of the other class of Common Stock in the same proportion and manner.

**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the registered office of this Corporation in the State of Florida is 1600 Sawgrass Corporate Parkway, Suite 400, Sunrise, Florida 33323, and the registered agent of this Corporation at that address shall be Steven M. Helfman, Esq.

**ARTICLE V
RECITALS; AMENDMENT AND RESTATEMENT**

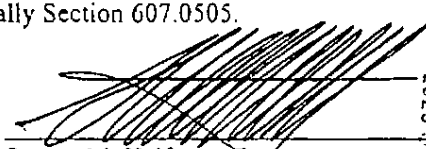
The recitals in these Restated Articles are true and correct and are incorporated herein by reference. These Restated Articles amend, restate and replace the Original Articles in their entirety.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation this 1st day of January, 2023.

GLFINANCIAL CORP., a Florida corporation

By: 
N. Maria Menendez, Vice President

THE UNDERSIGNED, named as the registered agent in Article IV of these Amended and Restated Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Steven M. Helfman, Esq.
Registered Agent

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