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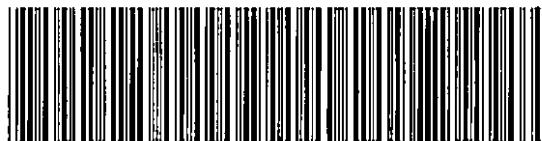
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AMENDED AND RESTATED

**1. FRANKNCOLLIE CYCLES, INC.**

(CORPORATE NAME AND DOCUMENT #)

**2.**

(CORPORATE NAME AND DOCUMENT #)

**3.**

(CORPORATE NAME AND DOCUMENT #)

**4.**

(CORPORATE NAME AND DOCUMENT #)

**5.**

(CORPORATE NAME AND DOCUMENT #)

**6.**

(CORPORATE NAME AND DOCUMENT #)

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FRANKNCOLLIE CYCLES, INC.  
A FLORIDA CORPORATION

Pursuant to the provisions of Chapter 607, Florida Statutes, as amended, the undersigned Florida corporation, FranknCollie Cycles, Inc., adopts the following Amended and Restated Articles of Incorporation, to be effective January 1, 2023. This Corporation's original Articles of Incorporation were filed on January 23, 2006; Document Number P06000010475.

ARTICLE I - NAME

The name of this corporation is as follows:

FranknCollie Cycles, Inc.

(hereinafter referred to as the "Corporation")

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the Corporation is as follows:

2220 County Road 210  
Unit 305  
St. Johns, Florida 32259

The mailing address of the Corporation is as follows:

2220 County Road 210  
Unit 305  
St. Johns, Florida 32259

#### ARTICLE III - DURATION

This Corporation commenced its corporate existence on January 23, 2006. This Corporation shall exist perpetually.

#### ARTICLE IV - PURPOSE

This Corporation is organized for the following purposes:

(a) The retail sales and service of bicycles and bicycle accessories; and

(b) The transaction of any and all other lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Section 607.0302, Florida Statutes, et sequitur, as amended, and the doing of all lawful things related thereto.

#### ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares with a par value of One and NO/100 Dollars (\$1.00) per share. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the

Corporate Minute Book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration as determined from time to time by the Board of Directors. Said consideration is to be paid in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation.

#### ARTICLE VI - REGISTERED AGENT AND OFFICE

The name of the registered agent and the street address of the registered agent of this Corporation is as follows:

Brian V. Collie  
2220 County Road 210  
Unit 305  
St. Johns, Florida 32259

#### ARTICLE VII - BOARD OF DIRECTORS AND OFFICERS

The number of Directors may be either increased or decreased from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Any and all powers and duties conferred to or imposed upon the Board of Directors, shall be by a resolution of the Shareholders and/or contained within the duly adopted Bylaws of the Corporation.

The names and addresses of the current Directors and the current Officers are as follows:

Director, President:	<b>Thomas E. Schneider</b> 2220 County Road 210 Unit 305 St. Johns, Florida 32259
Director, Vice President, Treasurer:	<b>Brian V. Collie</b> 2220 County Road 210 Unit 305 St. Johns, Florida 32259
Director, Vice President:	<b>Scott K. Gross</b> 2220 County Road 210 Unit 305 St. Johns, Florida 32259
Director, Secretary:	<b>Gary W. Hargrove</b> 2220 County Road 210 Unit 305 St. Johns, Florida 32259
Director, Assistant Treasurer:	<b>Jeffrey J. Page</b> 2220 County Road 210 Unit 305 St. Johns, Florida 32259

#### ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The Shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

#### ARTICLES IX - INDEMNIFICATION

The Corporation may indemnify any present or former Officer, Director, or person exercising the powers and duties of

an Officer or Director, to the full extent now or hereafter permitted by law.

#### ARTICLE X - AMENDMENT

The Shareholders reserve the right to alter, amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or to adopt new provisions. These Amended and Restated Articles of Incorporation may be amended by a simple majority vote (greater than 50.0%) of the voting stock of the Corporation that is present, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose, at which a quorum is present. These Amended and Restated Articles of Incorporation shall not be amended or repealed without a meeting.

These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Directors of the Corporation on December 27, 2022. These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Shareholders of the Corporation on December 27, 2022. These votes were a sufficient number to approve these Amended and Restated Articles of Incorporation. No other or further votes or approvals of the Directors or of the Shareholders were necessary.


IN WITNESS WHEREOF, the undersigned authorized Officers  
have executed these Amended and Restated Articles of  
Incorporation on behalf of the Corporation and in their capacity  
as Officers and Directors on this 27th day of December, 2022; to  
be effective January 1, 2023.


**FranknCollie Cycles, Inc.,  
a Florida corporation**

BY:   
Thomas E. Schneider, President

ATTEST:

  
\_\_\_\_\_  
Gary W. Hargrove, Secretary

BY:   
Thomas E. Schneider, Director

BY:   
Scott K. Gross, Director

BY:   
Gary W. Hargrove, Director

BY:   
Brian V. Collie, Director

BY:   
Jeffrey J. Page, Director



**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT  
FOR CORPORATION FOR PROFIT**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:


**FranknCollie Cycles, Inc.**

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

Brian V. Collie  
2220 County Road 210  
Unit 305  
St. Johns, Florida 32259

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with said laws of the State of Florida, and I hereby agree to act in this capacity, and I agree to comply with the provisions of said laws.

  
\_\_\_\_\_  
Brian V. Collie