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**COVER LETTER**

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Hinterland Group, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
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                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Lindsey Pearson

Name (Printed or typed)

18312 Minnetonka Blvd., Suite 200

Address

Wayzata, MN 55391

City, State & Zip

952-476-6382

Daytime Telephone number

d Duke1@hinterlandgroup.com

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FL

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**NOTE: Please provide the original and one copy of the document.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
HINTERLAND GROUP, INC.**

Pursuant to the provisions of Florida Statutes Chapter 607, the following amendment to the Articles of Incorporation of Hinterland Group, Inc., a Florida corporation, was approved and adopted pursuant to Florida Statutes Chapter 607.

The Articles of Incorporation of Hinterland Group, Inc. are hereby amended and restated in their entirety to read as follows:

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

1.01 **Name.** The name of this Corporation is **Hinterland Group, Inc.**

1.02 **Principal Place of Business.** The location of the principal place of business is **2051 W. Blue Heron Boulevard, Riviera Beach, FL 33404.**

**ARTICLE II. REGISTERED AGENT AND REGISTERED OFFICE**

2.01 **Registered Agent.** The name of this Corporation's registered agent is **Daniel Duke, III.**

2.02 **Registered Office.** The location and post office address of the registered office of this Corporation in the State of Florida is **2051 W. Blue Heron Boulevard, Riviera Beach, FL 33404.**

**ARTICLE III. SHARES AND SHAREHOLDERS**

3.01 **Number of Shares.** The aggregate number of shares of capital stock which this Corporation shall have the authority to issue is 1,000 shares consisting of 100 shares of Class A Voting Common Stock, \$.01 par value per share, and 900 shares of Class B Nonvoting Common Stock, \$.01 par value per share. The Class A Voting Common Stock and Class B Nonvoting Common Stock shall be identical in all respects, except that voting power shall be vested exclusively in the Class A Voting Common Stock.

3.02 **Classes of Shares.** The Board of Directors may, from time to time, establish by resolution different classes or series of shares and may fix the rights and preferences of said shares in any class or series.

3.03 **Issuance of Shares.** The Board of Directors shall have the authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

3.04 **Preemptive Voting.** No shareholder of the Corporation shall have any preemptive rights to subscribe for or purchase his, her or its proportionate share of any stock of the Corporation, now or hereafter authorized or issued.

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3.05 **Cumulative Voting.** No shareholder of the Corporation shall have the right to cumulate his, her or its votes in the election of directors or for any other purpose whatsoever.

#### ARTICLE IV. WRITTEN ACTION

4.01 **By Directors.** Any action, other than an action requiring shareholder approval, required or permitted to be taken at a meeting of the Board of Directors of this Corporation may be taken by written action signed, or consented to by authenticated electronic communications, by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. Any action requiring shareholder approval required or permitted to be taken at a meeting of the Board of Directors of this Corporation may be taken by written action signed, or consented to by authenticated electronic communications, by all of the directors. When written action is taken by fewer than all directors, all directors shall be notified immediately of its text and effective date. Failure to provide such notice does not invalidate the written action.

4.02 **By Shareholders.** Any action required or permitted to be taken at a meeting of the shareholders of this Corporation may be taken by written action signed, or consented to by authenticated electronic communications, by the shareholders having voting power equal to the voting power that would be required to take the same action at a meeting of the shareholders at which all shareholders were present. When written action is taken by fewer than all shareholders of this Corporation, all shareholders must be notified of its text and effective date no later than five (5) days after the effective date of the action. Failure to provide such notice does not invalidate the written action.

#### ARTICLE V. LIMITATION ON DIRECTORS' LIABILITY

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, except for (i) liability based on a breach of the duty of loyalty to the Corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the Corporation's stock under Florida Statutes section 607.0834 or on violations of Florida state securities laws (Florida Statutes section 517.211); (iv) liability for any transaction from which the director derived an improper personal benefit; or (v) liability for any act or omission occurring prior to the date this Article IV becomes effective. If the Florida Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Business Corporation Act. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article IV shall not be deemed to limit or preclude indemnification of a director by this Corporation for any liability of a director which has not been eliminated by the provisions of this Article IV.

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## **ARTICLE VI. AMENDMENT OF ARTICLES OF INCORPORATION**

Any amendment of these Articles of Incorporation may be adopted by the affirmative vote of the holders of record of a majority of the total number of issued and outstanding shares of each class and series of voting stock of the Corporation.

The foregoing Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

## **ARTICLE VII. ARTICLE CONSOLIDATION**

The foregoing Amended and Restated Articles of Incorporation consolidates all amendments into a single document.

**[Signature Page to Follow]**

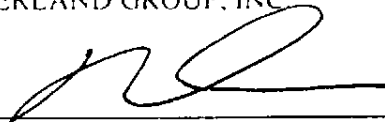
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TALLAHASSEE, FL

I swear that the foregoing is true and accurate and that I have authority to sign these Amended and Restated Articles of Incorporation on behalf of the Corporation.

Dated: September 19, 2024

HINTERLAND GROUP, INC

By



Daniel A. Duke, III  
Its President

SECRETARY OF STATE  
TALLAHASSEE, FL

I, Daniel A. Duke, III, registered office located at 2051 W. Blue Heron Boulevard, Riviera Beach, FL 33404, hereby acknowledge and confirm my appointment to serve as registered agent for Hinterland Group, Inc.

  
Daniel A. Duke, III

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