

Division of Corporations

**P11000069351**

Florida Department of State  
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RV 123, INC

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**RV 123 INC**

Pursuant to the provisions of Florida Statutes Sections 607.1006, 607.1007, 607.0704 and 607.0821 of the Florida Business Corporation Act, the undersigned adopts the following Amended and Restated Articles of Incorporation (the "***Amended and Restated Articles of Incorporation***") of **RV 123 INC**, a corporation duly organized and existing under the laws of the State of Florida as filed on August 2, 2011 and assigned document number P11000069351, and confirms that such Amended and Restated Articles of Incorporation was duly adopted by unanimous written consent of the shareholder board of directors on December 21, 2017. The number of votes cast for the amendment by the shareholder was sufficient for approval. These Amended and Restated Articles of Incorporation hereby amend and restate the provisions of the Corporation's original Articles of Incorporation in their entirety:

**ARTICLE I. NAME**

The name of the Corporation is RV 123 INC (the "***Corporation***").

**ARTICLE II. ADDRESS**

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

528 Northlake Blvd., Suite 1000  
Altamonte Springs, FL 32701

**ARTICLE III. TERM OF EXISTENCE**

The Corporation shall exist perpetually unless terminated sooner according to the laws of the State of Florida.

**ARTICLE IV. PURPOSE**

The purpose of the Corporation is to engage in any lawful activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLES V. AUTHORIZED SHARES**

The number of shares the Corporation is authorized to issue is ten thousand (10,000), all of which have \$0.001 par value per share. One hundred (100) shares of the authorized common stock shall be designated as "Class A Voting Common Stock" and nine thousand nine hundred (9,900) shares of the authorized common stock shall be designated as "Class B Non-Voting Common Stock." The preferences, limitations and relative rights with respect to the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be the same, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matters required or permitted to be submitted to a vote by the Shareholders of the Corporation, except when otherwise required by the Florida Business Corporation Act, as amended.

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**ARTICLE VI. DIRECTORS/OFFICERS**

The name and address of the Director and Officer of the Corporation are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Carl A. Sconnely	Director and President	400 Alton Road, Unit 803 Miami Beach, FL 33139

**ARTICLE VII. REGISTERED OFFICE AND AGENT**

The Corporation's street address of the registered agent is 528 Northlake Blvd, Suite 1000, Altamonte Springs, FL 32701 and the Corporation's registered agent at that address to accept service of process within the state is Systems 2000, Inc.

**ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders and board of directors, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

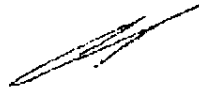
**ARTICLE IX. AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

**ARTICLE X. INDEMNIFICATION**

The Corporation shall indemnify, to the full extent permitted by law, any representative, officer, director, employee or agent of the Corporation, or any former representative, officer, director, employee or agent of the Corporation, or any person who, at the request of the Corporation, is or was serving as a representative, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation on this 21 day of December, 2017.



\_\_\_\_\_  
Carl A. Sconnely, President