

1/26/23, 9:43 AM

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H23000033579 3)))



H230000335793ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM
 Account Number : FCA000000023
 Phone : (954)208-0845
 Fax Number : (614)573-3996

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

2023 JAN 26 AM 8:44
 FLORIDA DEPARTMENT OF STATE
 CORP. SERVICES, FL.

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN
MAGAYA INSURANCE SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

2023 JAN 26 PM 3:11
 1/1

Electronic Filing Menu

Corporate Filing Menu

Help

Execution Version

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MAGAYA INSURANCE SERVICES INC**

Pursuant to and in accordance with the Florida Business Corporation (the "**FBCA**"), MAGAYA INSURANCE SERVICES INC, a Florida corporation (the "**Corporation**"), hereby certifies that:

FIRST: The name of the Corporation is Magaya Insurance Services Inc.

SECOND: The Corporation was originally incorporated in the State of Florida by the filing of the Articles of Incorporation of the Corporation on November 3, 2011 with the secretary of State of the State of Florida, as amended and restated by the Amended and Restated Articles of Incorporation of the Corporation filed with the secretary of State of the State of Florida on April 19, 2019 (as amended, restated, supplemented, or otherwise modified as of the date hereof, the "**Articles of Incorporation**").

THIRD: These Second Amended and Restated Articles of Incorporation (the "**Second Amended and Restated Articles of Incorporation**") were duly adopted and approved by the requisite shareholders of the Corporation (the "**Shareholders**") and the Board of Directors of the Corporation (the "**Board**") by written consent, dated as of January 25, 2023, in accordance with Sections 607.0704 and 607.0802 of the FBCA, and the number of written consents received by the Shareholders for the amendment and restatement of the Articles of Incorporation were sufficient for approval by the vote required by the Shareholders and Section 607.1003 of the FBCA.

FOURTH: that the Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I.

Name

The name of this corporation is Magaya Insurance Services Inc (the "**Corporation**").

ARTICLE II.

Purpose and Powers

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "**FBCA**"). The Corporation shall have and may exercise any and all power which a corporation incorporated under the FBCA may have, including, without limitation, any and all power necessary or helpful to engage in such acts and activities.

ARTICLE III.

Principal Office and Registered Office

The address of the principal place of business and the mailing address of the Corporation in the State of Florida is 7950 NW 53rd Street, Suite 300, Miami, Florida 33166.

The address of the registered office of the Corporation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324. The registered agent of the Corporation at such address shall be CT Corporation System.

ARTICLE IV.

Authorized Shares

 FILED
 2023 JAN 26 PM 8:44
 CLERK OF DISTRICT COURT
 12TH JUDICIAL CIRCUIT
 MIAMI, FLORIDA

The Corporation is authorized to issue one class of stock, designated as "Common Stock". The total number of shares of Common Stock which the Corporation is authorized to issue is 22,020 shares, and the par value of each of the shares of Common Stock is \$0.01, which shall be designated the "Class A Common Stock" (the "Common Stock").

Effective as of the filing of these Second Amended and Restated Articles of Incorporation, each issued and outstanding share of Series A Convertible Preferred Stock of the Company shall be automatically converted into one (1) share of Common Stock.

ARTICLE V. Rights and Preferences of Common Stock

The powers, rights, preferences, privileges and restrictions, qualifications and limitations of the Common Stock are set forth below.

A. Dividends. Dividends may be paid on the Common Stock, when, as and if declared by the Corporation's Board of Directors (the "Board"), out of funds of the Corporation legally available for the payment of such dividends.

B. Voting.

Section 1. Except as otherwise provided in these Articles or required by the FBCA, the holders of the Common Stock (each a "Common Holder") are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.

Section 2. Meetings of Shareholders may be held within or without the State of Florida, as the Bylaws provide.

ARTICLE VI. Board of Directors

A. Election. The Common Holders shall be entitled to elect directors of the Board (each a "Director"). Election of directors need not be by written ballot, unless the bylaws of the Corporation (the "Bylaws") provide otherwise. The authorized number of Directors shall be determined in the manner set forth in the Bylaws.

B. Powers. The Corporation's business and affairs shall be managed by or under the direction of the Board.

C. Limitation of Liability. To the fullest extent permitted by law, no Director shall be personally liable to the Corporation or the Shareholders for monetary damages for breach of its fiduciary duty as a director. If the FBCA or any other law of the State of Florida is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended. Any amendment, modification, or repeal of the foregoing provisions of this Article VI shall not adversely affect any right or protection of a Director existing, or increase the liability of any Director in respect of any matter occurring, or any action, omission or proceeding accruing or arising, at or prior to such amendment, modification, or repeal.

ARTICLE VII.

2023 JAN 26 AM 8:44
 FILED
 OFFICE OF
 CLERK OF
 CIRCUIT COURT
 IN AND FOR
 THE COUNTY OF
 ALAUSSE
 FLORIDA

Indemnification

A. **Availability of Indemnification.** Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether by or in the right of the Corporation or otherwise (a "**Proceeding**"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, partner (limited or general) or agent of another corporation or of a partnership, joint venture, limited liability company, trust or other enterprise, including service with respect to an employee benefit plan, shall be (and shall be deemed to have a contractual right to be) indemnified and held harmless by the Corporation (and any successor to the Corporation by merger or otherwise) to the fullest extent authorized by, and subject to the conditions and (except as provided herein) procedures set forth in the FBCA, as the same exists or may hereafter be amended (but any such amendment shall not be deemed to limit or prohibit the rights of indemnification hereunder for past acts or omissions of any such person insofar as such amendment limits or prohibits the indemnification rights that said person permitted the Corporation to provide prior to such amendment), against all expenses, liabilities and losses (including attorneys' fees, judgments, fines, ERISA taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided, however, that the Corporation shall indemnify any such person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Board. Persons who are not Directors or officers of the Corporation and are not so serving at the request of the Corporation may but need not be similarly indemnified in respect of such proceeding to the extent authorized at any time by the Board. The indemnification conferred in this Article also shall include the right to be paid by the Corporation (and such successor) the expenses (including attorneys' fees) incurred in the defense of or other involvement in any such Proceeding in advance of its final disposition; provided, however, that, if and to the extent the FBCA requires, the payment of such expenses (including attorneys' fees) incurred by a Director or officer in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such Director or officer to repay all amounts so paid in advance if it shall ultimately be determined that such Director or officer is not entitled to be indemnified under this Article VII or otherwise; and provided, further, that, such expenses incurred by other employees and agents may be so paid in advance upon such terms and conditions, if any, as the Board deems appropriate. The ultimate determination of entitlement to indemnification of persons who are non-Director or officer employees, or agents shall be made in such manner as is determined by the Board in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board.

B. **Non-exclusivity.** The rights to indemnification and advance payment of expenses provided by Part A of this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification and advance payment of expenses may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

C. **Survival of Indemnification.** The indemnification and advance payment of expenses and rights thereto provided by, or granted pursuant to, Part A of this Article VII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, partner, or agent and shall inure to the benefit of the personal representatives, heirs, executors, and administrators of such person.

D. **Insurance.** To the fullest extent permitted by applicable law, the Board may authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to

FILED

indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article VII; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article VII.

E. Amendment or Repeal. Any amendment, modification or repeal of the foregoing provisions of this Article VII shall not adversely affect any right or protection hereunder of any person existing, or in respect of any matter occurring, or any action, omission or proceeding accruing or arising, at or prior to the time of such amendment, modification, or repeal. The rights provided hereunder shall inure to the benefit of any indemnified person and such person's heirs, executors and administrators.

ARTICLE VIII. Amendment of Bylaws

In furtherance and not in limitation of the powers conferred by the FBCA, the Board of Directors is expressly authorized and empowered to adopt, amend and repeal the Bylaws, including without limitation, bylaws adopted by the shareholders of the Corporation.

ARTICLE IX. Dispute Resolution

Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the Corporation, (2) any action asserting a claim of breach of a fiduciary duty owed by any Director, officer, or employee of the Corporation to the Corporation or the Shareholders, (3) any action asserting a claim against the Corporation arising pursuant to any provision of the FBCA, these Articles, or the Bylaws, or (4) any action asserting a claim against the Corporation governed by the internal affairs doctrine shall be a state or federal court located within the State of Florida, in all cases subject to the court having personal jurisdiction over the indispensable parties named as defendants.

ARTICLE X. Renunciation of Interests in Excluded Opportunity

The Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (i) any Director who is not an employee of the Corporation or any of its subsidiaries or (ii) any Shareholder or any partner, member, director, stockholder, employee or agent of any such Shareholder, other than someone who is an employee of the Corporation or any of its subsidiaries or the terms of any other contract or agreement to which such person or entity is a party.

[Signature Page to Follow]

FILED

2023 JAN 26 AM 8:44

CLERK OF STATE
TALLAHASSEE, FL

IN WITNESS WHEREOF, the Corporation has caused these Second Amended and Restated Articles of Incorporation to be signed by the undersigned duly authorized officer of the Corporation on January 26, 2023.

/s/ Gary Nemmers

By: Gary Nemmers

Title: Authorized Person

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Stephanie Hencz

Stephanie Hencz Assistant Secretary

Signature of New Registered Agent, if changing

2023 JAN 26 AM 8:45
STATE OF FLORIDA
TALLAHASSEE, FL

FILED