

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
TEAM HORNER GROUP, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TEAM HORNER GROUP, INC.  
(A Florida For Profit Corporation)**

*Set forth below is the text of the Amended and Restated  
Articles of Incorporation for Team Horner Group, Inc.*

**ARTICLE I  
NAME**

The name of the Corporation is Team Horner Group, Inc. (the "Corporation").

**ARTICLE II  
DURATION AND EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE III  
PURPOSE**

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Florida Business Corporation Act (the "Act").

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office address and mailing address of the Corporation is 5755 Powerline Road, Fort Lauderdale, Florida 33309.

**ARTICLE V  
CAPITAL STOCK**

The maximum number of shares of stock ("Stock") that the Corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 5755 Powerline Road, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of the Corporation at that address is William A. Kent.

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## ARTICLE VII DIRECTORS

A. **Classes of Directors.** The Corporation shall have three (3) classes (each a "Class") of two (2) directors (Directors) in each Class at all times. The respective Class, names and addresses of the initial Directors are as follows:

<u>Class</u>	<u>Name</u>	<u>Address</u>
A	William A. Kent, Ph.D.	5755 Powerline Road Fort Lauderdale, Florida 33309
A	Gary Chisling	5755 Powerline Road Fort Lauderdale, Florida 33309
B	Mike Dooley	975 Florida Central Parkway, Suite 1100 Longwood, Florida 32750
B	Arthur Keiser, Ph.D.	1900 W. Commercial Blvd Fort Lauderdale, Florida 33309
C	Lesley Baradel	1600 NE 12 <sup>th</sup> Terrace Fort Lauderdale, FL 33305
C	Gregg Wallick	1600 NE 12 <sup>th</sup> Terrace Fort Lauderdale, FL 33305

B. **Term.** The Term of each Class of Directors shall be staggered three (3) year Terms in conformance with Florida Statutes §607.0806(1). The initial Class A Directors shall serve until the next annual meeting of Shareholders following the filing of these Restated Articles at which time the term of office of the two Class A Directors shall expire. The Class A Directors shall then be elected by the Shareholders to serve for the next three (3) years. The term of the initial Class B Directors shall serve until one (1) year thereafter, and Class C shall serve until two (2) years thereafter, and each Class shall be elected and serve for three (3) year terms.

C. **Resignation, Removal and Replacement.**

(1) **Removal of a Director for "Cause"** A Director may resign at any time and shall be replaced in the same manner as a Director who is removed for "cause" as defined below. A Director may not be removed by the Shareholders during a respective Term except for "cause." "Cause" shall mean any one of the following events to occur:

- a. death of a Director;
- b. incapacity of a Director;
- c. conviction or a plea of *nolo contendere* to a criminal offense involving moral turpitude; or
- d. act of a Director that is not corrected after reasonable written notice that consists of (A) a failure to perform as a Director, or (B) an act or conduct

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of a Director that is materially detrimental to the business of the Corporation.

If "cause" exists by clear and convincing evidence, the Shareholders shall remove and replace the subject Director(s) for the remainder of such Director's term(s).

(2) **Replacement of the Board upon a Default.** A default (Default) under any promissory note (Note) of the Corporation payable to William A. Kent, individually or as a trustee (or to his heirs and assigns) as that term is defined in any such Note.

Upon the occurrence of a Default, all Directors in all Classes shall immediately resign upon written notice from William A. Kent (or from his heirs and assigns if William A. Kent shall be deceased or incapacitated). The Shareholders shall then provide a written proxy ("Proxy") to William A. Kent (or to his heirs and assigns if William A. Kent shall be deceased or incapacitated at the time of default) which shall coupled with an interest within the meaning of Florida Statutes §607.022(5). Such Proxy shall permit the holder to vote the outstanding Stock of the Corporation until the Default is cured. A Default and the resultant Proxy may reoccur at any time until Note is paid in full.

D. **Vote of Directors.** An affirmative vote of at least 75% of all Directors of all Classes combined shall be required to propose that the Shareholders approve any of the following matters as pertains to the Corporation or as to any subsidiary or affiliated entity or business that is controlled by the Corporation:

- (1) amendments to any Articles of Incorporation;
- (2) merger, reorganization, division or consolidation;
- (3) recapitalization;
- (4) liquidation or dissolution;
- (5) spinoff or sale of any ownership interest; or
- (6) sale of substantially all of the assets

E. **Eligibility of Directors - Common Majority Limit.** Any person who is competent under applicable state law, including an employee of the Corporation, may serve as a Director provided that any person serving as a Director does not create a "Common Majority" as defined in this section. A "Common Majority" occurs if any "Disqualified Person" (as that term is defined in Code Section 409(p)(4) and the regulations issued thereunder) (hereinafter a "Disqualified Person" or in "Disqualified Persons" for more than one Disqualified Person) serves as a Director and a Trustee of any Employee Stock Ownership Plan of the Corporation ("ESOP") (and any member of the "controlled group of corporations" of the Corporation as defined in Code Section 414(b) and (c)), if the election of such Disqualified Person as Director results in Disqualified Persons being a majority of the combined Classes of Directors and simultaneously constituting a majority of the then serving trustees of any such ESOP, whether this occurs at the time of appointment, or afterward by resignation or attrition of any Trustee. In the event that a Common Majority occurs, the most recently elected Director(s) who is a Disqualified Person(s) is no longer eligible to be a Director of the Corporation hereunder and such Disqualified Persons, based upon their date of election as a Director, is or are deemed to resign effective upon the occurrence of the Common Majority event, so that a Common Majority

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no longer applies. In the event a Common Majority results in such disqualifications, new Directors shall be appointed so as to prevent any Common Majority.

## ARTICLE VIII SHAREHOLDERS

A. **Voting.** The (i) proposal by the Board of Directors and (ii) affirmative vote of the Shareholders owning at least 75% of the issued and outstanding shares of Stock shall be required for affirmative action to be taken in all matters requiring a vote of the Shareholders for the purpose of:

- (1) approval of any transactions which must be proposed by the Board for Shareholder approval as set forth in Article VII;
- (2) amendment of the Articles of Incorporation;
- (3) adoption, repeal or amendment of the Bylaws;
- (4) removal of a Director for Cause; or
- (5) election of any Director.

B. **No Written Consents.** Shareholders shall not be permitted to take actions by Written Consent and shall be required to provide notices of the date, time and place of any special or annual Shareholder meetings together with an agenda for any Shareholder vote in accordance with Florida Statutes §607.0705. If there shall be fewer than thirty-five (35) Shareholders, the Shareholders shall not be allowed to directly amend the Articles of Incorporation without the requisite Director proposal as set forth herein.

## ARTICLE IX INCORPORATOR

The name and street address of the incorporator of the Corporation are:

William A. Kent  
5755 Powerline Road  
Fort Lauderdale, Florida 33309

## ARTICLE X SUBCHAPTER S ELECTION

The Corporation and its qualified S corporation subsidiaries shall elect to be and shall remain subject to taxation pursuant to Subchapter S of the Internal Revenue Code of 1986. No Stock shall be transferred to an ineligible shareholder and any such transfer shall be prohibited and void *ab initio*. If Stock shall be owned by an ESOP, no Stock shall be distributed to the ESOP participants. Instead, cash shall be distributed for the benefits thereunder in lieu of Stock in accordance with the provisions of the ESOP and Internal Revenue Code ("IRC") §409.

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## ARTICLE XI ESOP

A. **ESOP Trustee(s).** The ESOP shall initially have two (2) Trustees. The number of Trustees may be increased or decreased from time to time in accordance with the ESOP plan document. The names and addresses of the initial Trustee of the ESOP is as follows:

Michael F. Dooley  
Gary Chisling

B. **Compliance with IRC §409.** The Trustees of the ESOP shall be responsible for voting all allocated and unallocated Stock held by the ESOP and shall comply with IRC §409(e). The allocated Stock held by the ESOP shall be voted by the Trustee based on the election by the ESOP participants to whom such Stock has been allocated as pertains to vote on the following Corporate matters: "merger or consolidation, recapitalization, liquidation, dissolution or sale of substantially all of the assets or of the stock of the Corporation." If allocated Stock is not voted by a participant to whom such Stock had been allocated, the Trustees shall vote such Stock as they deem appropriate. The required Shareholder voting percentages for affirmative approval of the specific matters set forth herein shall apply to the voting of all Stock whether or not owned by an ESOP and whether or not allocated or unallocated within an ESOP.

## ARTICLE XII INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a Corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and Directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, Director, employee or other agent.

Expenses (including attorneys' fees) incurred by an officer or Director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such

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expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of Shareholders or Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### ARTICLE XIII BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by the Board of Directors. The Shareholders may also adopt, alter or repeal the Bylaws as provided in these Articles in which case the Board of Directors may not amend or repeal any Bylaws adopted or amended by the Shareholders if the Shareholders specifically provide within such adoption or amendment that such Bylaws are not subject to amendment or repeal by the Board of Directors.

#### ARTICLE XIV AMENDMENT

The Corporation, through the procedures set forth in these Articles, reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

*Attached hereto as Exhibit A is the information required to be submitted pursuant to Section 621.13 and 607.1007(4), of the Florida Statutes.*

*The foregoing duly adopted Restated Articles of Incorporation shall supersede and replace the original Articles of Incorporation and any and all amendments thereto.*

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Amended and Restated Articles of Incorporation on this 30th day of December, 2015.

  
\_\_\_\_\_  
Michael F. Dooley, President

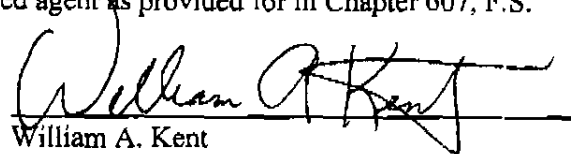
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**EXHIBIT A  
TO  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

1. The amendments contained in the Restated Articles of Incorporation have been adopted by all of the shareholders and Directors of the Corporation on December 30, 2015.
2. There is only one voting group entitled to vote on the foregoing amendments. The number of votes cast for said amendments by said voting group was sufficient for approval by that voting group.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services, Inc. is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, F.S.

  
William A. Kent

Dated: December 30, 2015