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**FLORIDA PROFIT/NON PROFIT CORPORATION
SANDHILL CAPITAL INC.**

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Help

ARTICLES OF INCORPORATION
OF
SANDHILL CAPITAL INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **SANDHILL CAPITAL INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 317 Grove Park Drive, Niceville, Florida 32578 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
1840 Southwest 22nd Street, 4th Floor
Miami, Florida 33145

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Wayne Bernheisel
Vice-President:	Jennifer Bernheisel
Secretary:	Jennifer Bernheisel
Treasurer:	Wayne Bernheisel

whose mailing addresses shall be the same as the principal office of the Corporation.

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RECEIVED
SANDHILL CAPITAL INC.

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Wayne Bernheisel
Jennifer Bernheisel

whose mailing addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

A statement of the preferences, privileges, and restrictions granted to or imposed upon the respective classes of shares or the holders thereof is mentioned below. The maximum number of shares that this Corporation is authorized to have outstanding at any time is **EIGHTY-SIX THOUSAND TOTAL (86,000)** shares classified as follows.

7.1 Voting and Non-Voting Common Shares. EIGHTY THOUSAND (80,000) shares of common stock consisting of **SIXTY THOUSAND (60,000)** voting common shares with a par value of **ONE CENT (\$0.01)** per share and **TWENTY THOUSAND (20,000)** non-voting common shares with a par value of **ONE CENT (\$0.01)** per share. Voting and Non-Voting Common Shares shall be identical in all respects, except that the non-voting common shares shall carry no right to vote for the election of directors of the Corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except only as the laws of this state require that voting rights be granted to such non-voting shares. The terms of the common shares of the Corporation shall be as follows:

7.1.1. Notice of Shareholders Meetings. The holders of voting common shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right of notice of shareholders meetings.

7.1.2. Voting. All holders of shares of voting common stock, except where otherwise provided by law or by these Articles of Incorporation, shall be identical with each other in every respect and the holders of such voting common shares shall be entitled to have unlimited voting rights on all voting common shares and be entitled to one vote for each share of voting common stock on all matters on which Shareholders have the right to vote.



- 7.1.3 **Dividends.** Subject to all of the rights of the preferred shares, dividends may be paid on the common shares, as and when declared by the Board of Director(s), out of any funds of the Corporation legally available for the payment of such dividends.
- 7.1.4 **Liquidation.** Upon voluntary liquidation, dissolution, or winding up of this Corporation, the holders of common shares shall be entitled to receive the net assets of The Corporation after distribution has been completed, to holders of preferred shares.
- 7.1.5 **Preemptive Rights.** No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.1.6 **Issuance of Stock.** The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.
- 7.1.7 **Unissued Stock.** The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.
- 7.2 **Preferred Shares.** SIX THOUSAND (6,000) shares of Preferred Stock with a par value of FIFTY DOLLARS (\$50.00) per share. The terms of the Preferred Shares of the Corporation shall be as follows:
- 7.2.1 **Dividends.** The holders of preferred shares shall be entitled to receive out of any funds of this Corporation at the time legally available for the declaration of dividends at the rate of 8 percent per annum from the net income of Corporation thereof, and no more, payable in cash annually, or at such intervals as the Director(s) may from time to time determine, when and as declared by the Director(s). Such preferred shares shall be non-cumulative for dividend purposes.

7.2.2. Liquidation. In the event of a voluntary liquidation, dissolution, or winding up of this Corporation, the holders of preferred shares shall be entitled to receive out of the assets of this Corporation, whether such assets are capital or surplus of any nature, an amount equal to 106 percent of the par value of such preferred shares, and, in addition to such amount, a further amount equal to the dividends unpaid and accumulated thereon, as provided in 7.2.1 of this Article, to the date of such distribution, whether earned or declared or not, and no more, before any payment shall be made or any assets distributed to the holders of common shares.

In the event of an involuntary liquidation, dissolution, or winding up of this Corporation, the holders of preferred shares shall be entitled to receive, out of the assets of the Corporation, whether such assets are capital or surplus of any nature, an amount equal to 100 percent of the par value of such preferred shares and a further amount equal to the dividends unpaid and accumulated thereon as provided in 7.2.1 of this Article to the date of such distribution, whether earned or declared or not, and no more, before any payments shall be made or any assets distributed to the holders of common shares.

If upon such liquidation, dissolution, or winding up, whether voluntary or involuntary, the assets thus distributed among the holders of the preferred shares shall be insufficient to permit the payment to such shareholders of the full preferential amounts, then the entire assets of this Corporation to be distributed shall be distributed ratably among the holders of the preferred shares.

In the event of any liquidation, dissolution, or winding up of this Corporation, whether voluntary or involuntary, subject to all of the preferential rights of the holders of preferred shares on distribution or otherwise, the holders of common shares shall be entitled to receive, ratably, all of the remaining assets of this Corporation.

A consolidation or merger of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up, within the meaning of this clause, and

7.2.3. Redemption. This Corporation, at the option of the Board of Director(s), may redeem the whole or from time to time may redeem any part of the preferred shares on any dividend date by paying in cash therefor 106 percent of par value of each preferred share and, in addition to such amount, an amount in cash equal to all dividends on preferred shares unpaid and accumulated as provided in 7.2.1 of this Article, whether earned or declared or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price. In case of the redemption of a part only of the outstanding preferred



shares, this Corporation shall designate by lot, in such manner as the Board of Director(s) may determine, the shares to be redeemed, or shall effect such redemption pro rata. Less than all of the preferred shares at any time outstanding may not be redeemed until all dividends accrued and in arrears upon all preferred shares outstanding shall have been paid for all past dividend periods, and until full dividends for the then current dividend period on all preferred shares then outstanding, other than the shares to be redeemed, shall have been paid or declared and the full amount thereof set apart for payment at least 30 days previous notice by mail, postage prepaid, shall be given to the holders of record of the preferred shares to be redeemed, such notice to be addressed to each to each such shareholder at his or her post office address as shown by the records of this Corporation on or after the date fixed for redemption and stated in such notice, each holder of preferred shares called for redemption shall surrender his certificate evidencing such shares to this Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the date fixed for redemption funds necessary for the redemption shall be available therefor, then notwithstanding that the certificates evidencing any preferred shares so called for redemption shall not have been surrendered, the dividends with respect to the shares so called for redemption shall cease to accrue after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith after such date cease and determine, except only the right of the holders to receive the redemption price thereof without interest upon surrender of their certificates therefor.

If on or prior to any date fixed for redemption of preferred shares, this Corporation deposits with any bank or trust company in the State of Florida, as a trust fund, a sum sufficient to redeem, on the date fixed for the redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to give notice of redemption thereof if such notice shall not previously have been given by this Corporation, or to complete the giving of such notice if theretofore commenced, and with instructions, irrevocable for a period of at least six years, to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares to their respective holders upon the surrender of their share certificates, then from and after the date of the deposit (although prior to the date fixed for redemption), the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. From and after the date

of deposit, the shares shall be deemed to be no longer outstanding, and the holders thereof shall cease to be shareholders with respect to such shares, and shall have no rights with respect thereto except the right to receive payment of the redemption price of the shares without interest, upon the surrender of their certificates therefor. Any moneys deposited by this Corporation pursuant to this paragraph and unclaimed at the end of six years from the date fixed for redemption shall be repaid to this Corporation upon its request expressed in a resolution of its Board of Director(s), without prejudice to the rights of this Corporation or of any party who may be entitled to such moneys.

7.2.4. Notice of Shareholders Meetings. The holders of the preferred shares shall not be entitled to any notice of shareholders meetings or to vote upon the election of directors or upon any question affecting the management or affairs of this Corporation, except where such notice or vote is required by law or by these Articles of Incorporation.

7.2.5. Voting. The holders of the preferred shares shall not be entitled to vote upon the election of Directors or upon any question affecting the management or affairs of the Corporation, except where such notice or vote is required by law or by these Articles of Incorporation. If at any time dividends on the preferred shares shall be in arrears in an amount equal to two years dividends, the holders of preferred shares as a class shall be entitled to elect the smallest number of Directors which will constitute a majority of the authorized number of Directors, and the holders of common shares as a class shall be entitled to elect the remaining members of the Board of Director(s). At such time as all dividends accrued on the outstanding preferred shares have been paid or declared and set apart for payment, the rights of the holders of preferred shares to vote as provided in this paragraph 7.2.5 shall cease, subject to renewal from time to time upon the same terms and conditions.

At any time after the voting power to elect majority of the Board of Director(s) shall have become vested in the holders of the preferred shares as provided in this paragraph 7.2.5, the Secretary of this Corporation may, and upon the request of the record holders of at least 10 percent of preferred shares then outstanding addressed to him or her at the principal office of this Corporation shall, call a special meeting of the holders of preferred shares and of common shares for the election of directors, to be held at place and upon the notice provided in the Bylaws of this Corporation for the holding of annual meetings. If such meeting shall not be so called within ten days after personal service of the request, or within fifteen days after mailing of the Same by registered mail within the United States of America, then the record holders of at least 10 percent of the

preferred shares then outstanding may designate in writing one of their number to call such meeting, and the person so designated may call such meeting at the place and upon the notice above provided, and for that purpose shall have access to the stock books of this Corporation.

At any meeting so called or at any annual meeting held while the holders of the preferred shares have the voting power to elect a majority of the Board of Director(s), the holders of a majority of then outstanding preferred shares present in person or by proxy shall be sufficient to constitute a quorum for the election of directors as herein provided. The terms of office of all persons who are directors of this Corporation at the time of such meeting shall terminate upon the election at such meeting by the holders of preferred shares of the number of directors they are entitled to elect, and the persons so elected as directors by the holders of the preferred shares, together with such persons, if any, as may be elected as directors by the holders of the common shares, shall constitute the duly elected directors of this Corporation. In the event the holders of the common shares fail to elect the number of directors which they are entitled to elect at such meeting, additional directors may be appointed by the directors elected by the holders of preferred shares. Whenever the holders of the preferred shares shall be divested of such voting powers as hereinabove in this paragraph 7.2.5 provided, the term of office of all persons who are at the time directors of this Corporation shall terminate upon the election of their successors by the holders of the common shares.

7.2.6. Preemptive Rights. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.2.7. Issuance of Stock. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

- 7.2.8. **Unissued Stock.** The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 16 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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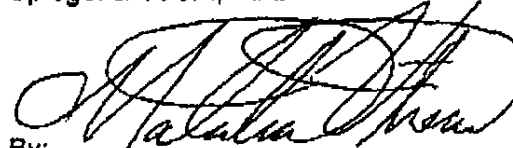
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14 September 2016.


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.


By: Natalia Utrera
Natalia Utrera, Vice President

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SPIEGEL & UTRERA, P.A.
LAWYERS

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