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7/12/2022

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MCQ LAW, P.A.**

2022 JUL 11 AM 10:06

FILED
TALLAHASSEE, FL

MCQ Law, P.A., a Florida professional association (the "**Professional Association**"), by and through its President, hereby adopts these Amended and Restated Articles of Incorporation as hereinafter set forth.

1. Pursuant to §§607.1003, 607.1006, and 607.1007, Florida Statutes, on July 11, 2022, the sole member of the Board of Directors and all of the shareholders of the Professional Association adopted and approved these Amended and Restated Articles of Incorporation of the Professional Association, amending and restating the Professional Association's Articles of Incorporation of October 3, 2016.

ARTICLE I. Name

The name of this Professional Association is:

Quattrochi, Torres & Taormina, P.A.

ARTICLE II. Principal Office and Mailing Address

The principal office and mailing address of the Professional Association is 950 S. Winter Park Dr., Suite 207, Casselberry, Florida 32707.

ARTICLE III. Business and Activities

This Professional Association shall engage in the practice of law in Florida and any other lawful activity incident thereto that a professional association may engage in under the laws of the State of Florida, in accordance with the Florida Business Corporation Act (the "**Act**") and the Professional Service Corporations and Limited Liability Company Act.

ARTICLE IV. Capital Stock

Section 1. Capital Stock. The maximum number of shares of capital stock that this Professional Association is authorized to issue and have outstanding at any one time is: (A) one million (1,000,000) shares of voting common stock, \$0.0001 par value per share (the "**Voting Common Stock**"), and (B) eight hundred thousand (800,000) shares of non-voting common stock, \$0.0001 par value per share (the "**Non-Voting Common Stock**").

Section 2. Except for voting rights, as described in Section 3 of this ARTICLE IV, both the Voting Common Stock and the Non-Voting Common Stock shall have all of the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 3. Voting. The holders of the Voting Common Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote and shall be entitled to one vote for each such share held by them, respectively. The holders of the Non-Common Stock shall not be entitled to vote, except as may be expressly required by the Act for non-voting capital stock.

Section 4. Dividends. The holders of the Common Stock of the Professional Association shall be entitled such dividends out of any assets of the Professional Association legally available therefore in accordance with the Act, when, as, and if declared by the Board of Directors.

Section 5. Liquidation. Upon the liquidation of the Professional Association, the holders of the Common Stock of the Professional Association shall be entitled to participate on a *pari passu* basis according to the number of shares of the Common Stock held by him, her, it, or them.

Section 6. Consideration for Stock. All or any portion of the Common Stock of the Professional Association may be issued in payment for real or personal property, past or future services, or any other right or thing having a value in the judgment of the Board of Directors at least equivalent to the full value of the Common Stock to be issued as hereinabove set forth. When so issued such Common Stock shall become and be fully paid and nonassessable. The Board of Directors shall be the sole judge of the value of any property, services, right, or thing acquired in exchange for shares of Common Stock, and its judgment shall be conclusive.

ARTICLE V. Term of Existence

The Professional Association shall exist perpetually unless dissolved according to the Act.

ARTICLE VI. Shareholder Qualification

Each holder of capital stock or of securities convertible at any time or under any circumstances into capital stock of this Professional Association shall at all times be licensed and authorized to practice law in Florida.

ARTICLE VII. Directors

Section 1. Qualification. Each director of the Professional Association shall be licensed and authorized to practice law in Florida.

Section 2. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Professional Association, but there shall always be at least one Director.

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Professional Association in any other capacity and receiving compensation therefor.

Section 5. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meetings of the Shareholders of this Professional Association, for any cause deemed sufficient by such Shareholders or for no cause.

Section 6. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, or otherwise, the vacancies shall be filled by the Shareholders of this Professional Association at their next annual meeting or at a special meeting called for the purpose of filling such vacancies, *provided however*, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII. Stock Certificates

The stock of the Professional Association shall be certificated. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Professional Association.

ARTICLE IX. Indemnification

The Professional Association shall indemnify and hold harmless each person or entity acting as a director, officer, or agent of the Professional Association to the fullest extent permitted by law, including, without limitation, in accordance with Sections 607.0851 and 607.0852, Florida Statutes, except as may be expressly prohibited by Section 607.0859, Florida Statutes.

ARTICLE X. Amendment to Articles

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. Bylaws

The power to adopt, alter, amend, or repeal bylaws for the Professional Association shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed or changed, or new Bylaws adopted, by the vote of a majority of the capital stock of the Professional Association entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XII. Shareholders Agreements

The Shareholders of the Professional Association may by written agreement restrict the discretion of the Board of Directors in its management of the Professional Association, provide for direct Shareholder management of the business and affairs of the Professional Association, treat the Professional Association as if it were a partnership or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A copy of any such agreement must be delivered to the principal office of the Professional Association and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Act. If any such agreement has been entered, all stock certificates evidencing shares of the capital stock that are held by a Shareholder who is a party to such agreement shall have an appropriate notation referencing such agreement. No committee of the Board of

Directors may pre-empt any such agreement that has been entered by all of the Shareholders.

ARTICLE XIII. Affiliated Transactions

This Professional Association expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

2. The amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation were: (A) adopted and approved by the sole member of the Board of Directors of the Professional Association, and (B) unanimously approved by the shareholders of the Professional Association.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 11 day of July 2022.

Matthew C. Quattrochi

Matthew C. Quattrochi (Jul 11, 2022 3:05 PM EDT)

Matthew Quattrochi, Esq., President