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Date: May 16, 2017

Account#: I20000000088

Name: Marisa Kugelmann

Reference #: T009908

Entity Name: SCHENKEL & SHULTZ, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$105.00

Signature: 

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CERTIFICATE OF CONVERSION

2017 MAY 16 PM 12:26

for

SCHENKEL & SHULTZ, INC., an Indiana corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

into

SCHENKEL & SHULTZ, INC., a Florida profit corporation

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert **SCHENKEL & SHULTZ, INC.**, an Indiana corporation, into **SCHENKEL & SHULTZ, INC.**, a Florida profit corporation in accordance with Section 607.1115 of the Florida Business Corporation Act.

1. The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is **SCHENKEL & SHULTZ, INC.** **854421**

2. The Other Business Entity is a corporation first organized under the laws of Indiana on September 22, 1976.

3. The name of the Florida profit corporation as set forth in the attached Articles of Incorporation is **SCHENKEL & SHULTZ, INC.**

4. The conversion is permitted by the applicable law governing the other business entity and the conversion complies with such law and the requirements of 607.1115, F.S., in effecting the conversion.

5. The Other Business Entity currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

6. This conversion shall be effective upon the filing of this Certificate of Conversion with the Florida Department of State.

Executed this 16TH day May, 2017.

FLORIDA PROFIT CORPORATION:

OTHER BUSINESS ENTITY:

SCHENKEL & SHULTZ, INC.

SCHENKEL & SHULTZ, INC.

By: 

Name: J. Thomas Chandler
Title: Authorized Representative

By: 

Name: J. Thomas Chandler
Title: Authorized Representative

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**ARTICLES OF INCORPORATION OF
SCHENKEL & SHULTZ, INC., a Florida corporation**

2017 MAY 16 PM 12:26

(Pursuant to Sections 607.1001, 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of **SCHENKEL & SHULTZ, INC.**, a Florida corporation (the "Corporation"), under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE ONE:
NAME

The name of this corporation is **SCHENKEL & SHULTZ, INC.**

ARTICLE TWO:
PRINCIPAL OFFICE

The street address of the principal office and mailing address of the Corporation is 200 East Robinson Street, Suite 300, Orlando, Florida 32801.

ARTICLE THREE:
REGISTERED OFFICE AND AGENT

The mailing address and street address of the registered office of the Corporation are One Independent Drive, Suite 1300, Jacksonville, Florida 32202. The name of the registered agent of the Corporation is F & L Corp.

ARTICLE FOUR:
DURATION

The term of existence of the Corporation shall be perpetual.

ARTICLE FIVE:
PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE SIX:
CAPITAL STOCK

The Corporation is authorize to issue up to 20,177 shares of common stock.

ARTICLE SEVEN
BYLAWS

The Board of Directors of the Corporation is expressly empowered to adopt, amend or

repeal the Bylaws of the Corporation.

ARTICLE EIGHT **INDEMNIFICATION**

A. **Indemnification.** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which the Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the Act.

B. **Insurance.** The Corporation may, to the fullest extent permitted by applicable law, at any time without further stockholder approval, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

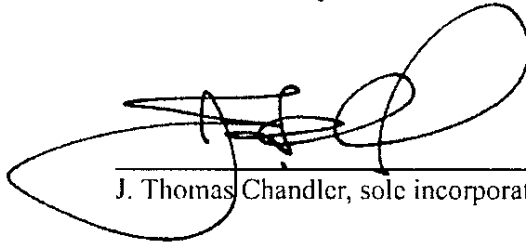
C. **Limitation of Director Liability.** The personal liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent under applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

D. **Prospective Repeal or Amendment.** Any repeal or amendment of this Article Eight by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director, officer, employee or agent of the Corporation, or any limitation of a director's liability to the Corporation, existing at the time of such repeal or amendment.

ARTICLE NINE **INCORPORATOR**

The name of the sole incorporator of the Corporation is J. Thomas Chandler. The mailing address and street address of the sole incorporator of the Corporation 200 East Robinson Street, Suite 300, Orlando, Florida 32801.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed
by the undersigned incorporator of this Corporation on this 11th day of May, 2017.



J. Thomas Chandler, sole incorporator

ACCEPTANCE OF APPOINTMENT


BY REGISTERED AGENT

THE UNDERSIGNED, having been named in Article Three of the foregoing Articles of Incorporation of **SCHENKEL & SHULTZ, INC.** as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED this 16 day of May, 2017.

REGISTERED AGENT:

F & L Corp.

By: 
Name: Michael A. Okaty, Authorized Agent

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TALLAHASSEE, FLORIDA