

P17000101537

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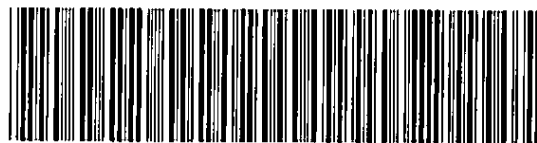
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Buddy Custard Inc.

DOCUMENT NUMBER: P17000101537

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jacqueline A Bain
Name of Contact Person
The Florida Healthcare Law Firm
Firm/ Company
151 NW 1st Avenue
Address
Delray Beach, FL 33444
City/ State and Zip Code
jackie@floridahealthcarelawfirm.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jacqueline A Bain at (561) 455-7700
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee

**SECOND RESTATED ARTICLES OF INCORPORATION
FOR**

BUDDY CUSTARD, INC.

(A Florida Corporation)

Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act"), the board and shareholders have adopted the following Second Restated Articles of Incorporation and submit as follows:

The Articles of Organization for this Company were filed on March 20, 2017 and assigned Florida document no. L17-62879. A Certificate of Conversion was filed on December 28, 2017, converting the Company from a Limited Liability Company to a general business corporation and assigned Florida document no. P17-000101537. Articles of Incorporation were filed together with the Certificate of Conversion on November 8, 2017. Amended Articles of Incorporation were filed effective October 24, 2019.

The board of directors and shareholders agree to file these Second Restated Articles of Incorporation:

Article I

Name

The name of the Corporation is Buddy Custard, Inc.

Article II

Duration and Existence

The Corporation shall exist perpetually.

Article III

Purpose

The Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

Article IV

Principal Office and Mailing Address

The initial office and mailing address of the Corporation is 1451 W. Cypress Creek Road, Suite 300, Fort Lauderdale, FL 33309.

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FLORIDA
CORPORATION

Article V

Capital Stock

There shall be two classes of stock in the Corporation: non-voting, convertible preferred stock and voting common stock. The maximum number of shares of non-voting convertible preferred, non-voting stock this Corporation is authorized to have outstanding at any time is 1,000,000 shares, each having a par value of No Dollars and One Cent (\$0.01). The maximum number of shares of voting common stock this Corporation is authorized to have outstanding at any one time is 50,000,000 shares, each having a par value of No Dollars and One Cent (\$0.01).

Article VI

Initial Registered Office and Agent

The name and street address of the incorporators of the Corporation are Katharine Schlien, 1451 W. Cypress Creek Blvd., Suite 300, Fort Lauderdale, FL 33309.

Article VIII

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 the 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 attorney's 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

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 IX

Bylaws


The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.


Article X

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Second Restated Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporators, officers and majority of the shareholders have executed these Articles on the 7 day of February, 2020.


Katharine Schlien, Incorporator,
President, Shareholder


Robert Schlien, Chief Executive Officer,
Secretary, Shareholder


Paul Smith, Shareholder and Treasurer

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated Corporation at 151 NW 1st Avenue Delray Beach, FL 33444, Jeffrey L. Cohen hereby accepts the appointment as registered agent and agrees to act in this capacity. Jeffrey L. Cohen further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and Jeffrey L. Cohen is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, F.S.

By: _____

Jeffrey L. Cohen

Dated: February 7, 2020

The foregoing Second Restated Articles of Incorporation was approved on February __, 2020 by unanimous written consent of the board of directors and the shareholders owning a majority of the shares in the Company.

Katherine Schlien
Katherine Schlien

Robert Schlien
Robert Schlien

IN WITNESS WHEREOF, the undersigned hereby executes these Second Restated Articles of Incorporation effective as of this 7 day of February, 2020.

REQUIRED SIGNATURE:

Robert Schlien
Robert Schlien, Authorized Representative of the Shareholders

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)