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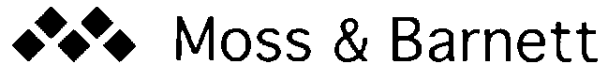
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG 09 2018

T SCHROEDER



**VIA FEDERAL EXPRESS**

August 6, 2018

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Certificate of Domestication of Timothy D. Kelly Corp.  
Our File No.: 58196.1

Enclosed is an original and one copy of the Certificate of Domestication and Articles of Incorporation of Timothy D. Kelly Corp. Also enclosed is our check in the amount of \$128.75 in payment of the filing fees and certified copy of the filed Certificate of Domestication and Articles of Incorporation.

Please return the certified copy of the Certificate of Domestication and Articles of Incorporation to me at your earliest convenience.

Your assistance in this matter is appreciated.

Very truly yours,

**Suzanne M. Rivers**

Paralegal

P: (612) 877-5352 F: (612) 877-5221

Sue.Rivers@lawmoss.com

/smr

Enclosures

4152686v1

CERTIFICATE OF DOMESTICATION  
OF  
TIMOTHY D. KELLY, P.A.  
(a Minnesota corporation)  
TO  
TIMOTHY D. KELLY CORP.  
(a Florida corporation)

The undersigned, Timothy D. Kelly, President, of Timothy D. Kelly, P.A., a foreign corporation, in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was October 7, 1988.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the State of Minnesota
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was: Timothy D. Kelly, P.A.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is: Timothy D. Kelly Corp.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the State of Minnesota.
6. Attached hereto as *Exhibit A* are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801, Florida Statutes.
7. This Certificate shall be effective as of the date of filing this Certificate with the Florida Department of State.

I am an officer of Timothy D. Kelly, P.A., and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 1<sup>st</sup> day of August, 2018.

Timothy D. Kelly  
Timothy D. Kelly

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TALLAHASSEE, FLORIDA

Exhibit A  
Articles of Incorporation

[ See Attached ]

**ARTICLES OF INCORPORATION  
OF  
TIMOTHY D. KELLY CORP.**

The undersigned incorporator, being a natural person of full age, in order to form a corporation under the provisions of Florida Statutes Chapter 607, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME, REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT**

- 1.01 **Name.** The name of this Corporation is **Timothy D. Kelly Corp.**
- 1.02 **Registered Office.** The location and post office address of the registered office of this Corporation in the State of Florida is **1956 Imperial Golf Course Boulevard, Naples, FL 34110.**
- 1.03 **Registered Agent.** The corporation's registered agent at its registered office is **Timothy D. Kelly.**
- 1.04 **Principal Office and Mailing Address.** The corporation's principal office and mailing address is **1956 Imperial Golf Course Boulevard, Naples, FL 34110.**

**ARTICLE II**

**SHARES AND SHAREHOLDERS**

- 2.01 **Number of Shares.** The aggregate number of shares of capital stock which this Corporation shall have the authority to issue is twenty thousand (20,000) shares. The shares of the Corporation shall be divided into two classes as follows: ten thousand (10,000) shares of Class A Common Stock and ten thousand (10,000) shares of Class B Common Stock. The Class A Common Stock and the Class B Common Stock shall be identical in all respects, except that the holders of Class B Common Stock shall have no voting powers for any purposes whatsoever, and the holders of Class A Common Stock shall, to the exclusion of the holders of Class B Common Stock, have full voting powers for all purposes. All shares shall have a par value of one cent (\$0.01) per share.
- 2.02 **Classes of Shares.** The Board of Directors may, from time to time, establish by resolution different classes or series of shares and may fix the rights and preferences of said shares in any class or series.
- 2.03 **Issuance of Shares.** The Board of Directors shall have the authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

2.04 **Preemptive Rights.** No shareholder of the Corporation shall have any preemptive rights to subscribe for or purchase his, her or its proportionate share of any stock of the Corporation, now or hereafter authorized or issued.

2.05 **Cumulative Voting.** No shareholder of the Corporation shall have the right to cumulate his, her or its votes in the election of directors or for any other purpose whatsoever.

### ARTICLE III FIRST BOARD OF DIRECTORS

The name and address of the sole member of the first Board of Directors, who shall serve until the first regular meeting of the shareholder or until his successor or successors shall be elected and qualified, are as follows:

Timothy D. Kelly  
1956 Imperial Golf Course Boulevard  
Naples, FL 34110

### ARTICLE IV INCORPORATOR

The name and address of the incorporator are as follows: **Timothy D. Kelly, 1956 Imperial Golf Course Boulevard, Naples, FL 34110.**

### ARTICLE V LIMITATION ON DIRECTORS LIABILITY

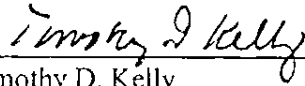
A director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except as provided in Florida Statutes Section 607.0831. If the Florida Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Business Corporation Act. Any repeal or modification of this Article VI by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article VI shall not be deemed to limit or preclude indemnification of a director by this Corporation for any liability of a director which has not been eliminated by the provisions of this Article VI.

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TALLAHASSEE, FLORIDA

ARTICLE VI  
AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment of these Articles of Incorporation may be adopted by the affirmative vote of the holders of record of a majority of the total number of issued and outstanding shares of each class and series of voting stock of the Corporation, except where a larger proportion is required by law or a shareholder control agreement.

1<sup>st</sup> IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation this day of August, 2018.

  
\_\_\_\_\_  
Timothy D. Kelly

Timothy D. Kelly, having been designated to act as registered agent for Timothy D. Kelly Corp., hereby agrees to act in said capacity.

  
\_\_\_\_\_  
Timothy D. Kelly

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