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FLORIDA PROFIT/NON PROFIT CORPORATION
TRS Camden Trash Butler, Inc.

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**ARTICLES OF INCORPORATION
OF
TRS CAMDEN TRASH BUTLER, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation (the "Corporation") shall be:

TRS Camden Trash Butler, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this Corporation shall be:

TRS Camden Trash Butler, Inc.
4411 West Tampa Bay Boulevard,
Tampa, FL 33614

ARTICLE 3

Business and Purposes

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE 4

Capital Stock

The total number of shares of all classes of Capital Stock, as defined below, authorized to be issued is (i) 99,500 shares of Common Stock, par value \$0.001 per share (the "**Common Stock**"), and (ii) 500 shares of Preferred Stock, par value \$0.001 per share (the "**Preferred Stock**"). The Preferred Stock may be issued in one or more series. The rights and obligations of the Common Stock and the Preferred Stock are as follows:

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A. **Common Stock.** Except as otherwise provided by law or as otherwise provided in any Preferred Stock Designation (as defined below), the holders of the Common Stock shall exclusively possess all voting power and each share of Common Stock shall have one vote.

B. **Preferred Stock.** The Board of Directors of the Corporation (the "**Board**") is expressly authorized, by resolution or resolutions, to provide for the issue of all or any shares of the Preferred Stock, in one or more series, and to fix for each such series such voting powers, full or limited or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereon, as shall be stated and expressed in the resolution or resolutions adopted by the Board providing for the issue of such series (a "**Preferred Stock Designation**") and as may be permitted by the Florida General Corporation Law. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the holders of the voting power of all of the then outstanding shares of the Capital Stock of the Corporation entitled to vote generally in the election of directors voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.

1. **Rank.** The Preferred Stock shall, with respect to distributions of assets and rights upon the occurrence of a Liquidation, rank senior to (i) all classes of Common Stock of the Corporation and (ii) each other class or series of Capital Stock of the Corporation hereafter created (the stock referred to in clauses (i) and (ii) collectively, the "**Junior Securities**").

2. **Dividends.**

(a) Each holder of Preferred Stock shall be entitled to receive, when, as and if declared by the Board, out of funds legally available therefor, cash dividends on each share of Preferred Stock at a rate equal to \$0.50 per share per annum. All dividends shall be cumulative, whether or not earned or declared, and shall accrue on a daily basis from the date of issuance of Preferred Stock, and shall be payable semi-annually in arrears on each Dividend Payment Date, commencing on the second Dividend Payment Date, as defined below, after the date of issuance of such Preferred Stock. Each dividend on Preferred Stock shall be payable to the holders of record of Preferred Stock as they appear on the stock register of the Corporation on such record date as may be fixed by the Board, which record date shall not be less than 10 nor more than 60 days prior to the applicable Dividend Payment Date. Dividends shall cease to accrue in respect of shares of Preferred Stock on the date of their redemption by the Corporation unless the Corporation shall have failed to pay the relevant repurchase price on the date fixed for redemption. Notwithstanding anything to the contrary set forth above, unless and until such dividends are declared by the Board, there shall be no obligation to pay such dividends; provided, that such dividends shall continue to cumulate and shall be added to the Liquidation Preference (as defined below) at the time of redemption as provided herein if not earlier declared.

and paid. Accrued dividends on the Preferred Stock if not paid on the first or any subsequent Dividend Payment Date following accrual shall thereafter accrue additional dividends ("**Additional Dividends**") in respect thereof, compounded annually, at the rate of 6.0% per annum.

(b) As long as any Preferred Stock is outstanding, no dividends shall be declared or set aside for the Junior Securities, other than a dividend payable solely in shares of Junior Securities, unless prior thereto all accrued but unpaid dividends on the Preferred Stock shall be set aside and paid in cash on all of the then outstanding shares of Preferred Stock.

(c) Dividends payable on Preferred Stock for any period less than one year shall be computed on the basis of a 360-day year consisting of twelve 30-day months and the actual number of days elapsed in the period for which such dividends are payable.

3. **Liquidation.** Upon any Liquidation, the holders of all shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders an amount in cash equal to \$10.00 per share, plus an amount equal to full cumulative dividends (whether or not earned or declared) accrued and unpaid thereon, including Additional Dividends, to the date of final distribution (the "**Liquidation Preference**") and no more, before any distribution is made on any Junior Securities. If upon any Liquidation, the application of all amounts available for payments with respect to Preferred Stock would not result in payment in full of Preferred Stock, the holders of Preferred Stock shall share equally and ratably in any distribution of assets of the Corporation in proportion to the Liquidation Preference. After payment in full of the Liquidation Preference, the holders of Preferred Stock shall not be entitled to any further participation in any distribution in the event of Liquidation.

4. **Redemption.** At any time following the first anniversary of the issuance of any shares of Preferred Stock, the Corporation shall have the right, at its sole option and election, to redeem, any of the outstanding shares of Preferred Stock for cash, at a price per share equal to the Liquidation Preference (the "**Redemption Price**") on the date of redemption (the "**Redemption Date**"). After the Redemption Date (provided the Redemption Price has been paid in full), all rights of the holder of shares of Preferred Stock shall cease and terminate, and such shares shall no longer be deemed to be outstanding, whether or not the certificates representing such shares have been received by the Corporation. The Redemption Price shall be paid on the Redemption Date with respect to each share of Preferred Stock by wire transfer of immediately available funds to accounts designated in writing by the holders of such shares of Preferred Stock. Upon notice from the Corporation, each holder of shares of Preferred Stock shall promptly surrender to the Corporation certificates representing the shares so redeemed, duly endorsed in blank or accompanied by proper instruments of transfer.

5. **Voting Rights.** The holders of Preferred Stock shall not be entitled to vote or permitted to vote on any matter required or permitted to be voted upon by the shareholders of the Corporation, except as otherwise required by Florida law or this Certificate of Incorporation.

except that, without the written consent of the holders of a majority of the outstanding shares of Preferred Stock or the vote of the holders of a majority of the outstanding shares of Preferred Stock at a meeting of the holders of Preferred Stock called for such purpose, the Corporation shall not (i) create, authorize or issue any other class or series of stock entitled to a preference prior to Preferred Stock upon any dividend or distribution or any liquidation, distribution of assets, dissolution or winding up of the Corporation, or (ii) amend, alter or repeal any provision of the Corporation's Certificate of Incorporation so as to materially adversely affect the relative rights and preferences of the Preferred Stock. Without limiting the generality of the foregoing, in no event shall the holders of Preferred Stock be entitled to vote for the directors of the Corporation or on any merger or consolidation involving the Corporation, any sale of all or substantially all of the assets of the Corporation or any similar transaction. In any case in which the holders of Preferred Stock shall be entitled to vote pursuant to paragraph B.6 of this Article Fourth, each holder of Preferred Stock shall be entitled to one vote for each share of Preferred Stock held unless otherwise required by applicable law.

6. **Conversion or Exchange.** The holders of Preferred Stock shall not have any rights hereunder to convert such shares into or exchange such shares for shares of any other class or classes or of any other series of any class or classes of Capital Stock of the Corporation.

7. **No Preemptive Rights.** No holder of Preferred Stock will possess any preemptive rights to subscribe for or acquire any unissued shares of Capital Stock of the Corporation (whether now or hereafter authorized) or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of Capital Stock of the Corporation.

8. **Business Day.** If any payment shall be required by the terms hereof to be made on a day that is not a Business Day, such payment shall be made on the immediately succeeding Business Day.

9. **Additional Definitions.** As used in this Article Fourth, the following terms shall have the following meanings (with terms defined in the singular having comparable meanings when used in the plural and vice versa), unless the context otherwise requires:

"Business Day" means any day except a Saturday, a Sunday, or other day on which commercial banks in the State of Florida are authorized or required by law or executive order to close.

"Capital Stock" means, with respect to any Person, any and all shares, interests, participations, rights in, or other equivalents (however designated and whether voting or non-voting) of, such Person's capital stock and any and all rights, warrants or options exchangeable for or convertible into such capital stock (but excluding any debt security whether or not exchangeable for or convertible into such capital stock).

"Dividend Payment Date" means June 30th and December 31st of each year.

"Liquidation" means any voluntary or involuntary liquidation, dissolution or winding up of the Corporation. Neither the voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation nor the consolidation, merger or other business combination of the Corporation with one or more corporations (whether or not the Corporation is the surviving corporation) shall be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"Person" means any individual, firm, corporation, partnership, limited liability company, trust, incorporated or unincorporated association, joint venture, joint stock company, governmental body or other entity of any kind.

ARTICLE 5

Existence of Corporation

This Corporation shall have perpetual existence.

ARTICLE 6

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of this Corporation at such office shall be TK Registered Agent, Inc. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE 7

Board of Directors

The Board shall consist of not less than one nor more than 15 members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this Corporation shall be managed by the Board, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any director from office at any time with or without cause.

ARTICLE 8

Initial Board of Directors

The initial Board shall consist of three members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

Name/Address

Nicholas Friedman
4411 West Tampa Bay Blvd.
Tampa, FL 33614

Omar Soliman
4411 West Tampa Bay Blvd.
Tampa, FL 33614

Roman Cowan
4411 West Tampa Bay Blvd.
Tampa, FL 33614

ARTICLE 9**OFFICERS**

The affairs of the Corporation shall be administered by the officers designated below. The officers shall be elected by the Board at its first meeting following the annual meeting, and they shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designed by the Board are as follows:

Name and Office**Address**

Nicholas Friedman, President 4411 West Tampa Bay Blvd., Tampa, FL 33614

ARTICLE 10**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

Name**Address**

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Nelson T. Castellano

101 E. Kennedy Boulevard
Suite 2700
Tampa, Florida 33602

ARTICLE 11

Bylaws

(a) The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board; provided, however, that any by-law or amendment thereto as adopted by the Board may be altered, amended or repealed by vote of the shareholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the shareholders, and the shareholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board.

(b) The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE 12

Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

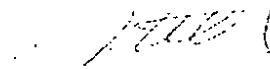
ARTICLE 13

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated, this 23rd day of August, 2018.



Nelson T. Castellano

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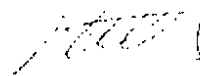
TRS CAMDEN TRASH BUTLER, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **TK REGISTERED AGENT, INC.**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 23rd day of August, 2018.

TK REGISTERED AGENT, INC.



By: _____
Nelson T. Castellano

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