

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
BP-RP INVESTMENTS, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$43.75

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Amended
Restated

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BP-RP INVESTMENTS, INC.**

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), BP-RP Investments, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: The Corporation is named BP-RP Investments, Inc. and was originally incorporated in the State of Florida on December 14, 2018, and that these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and stockholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require stockholder approval. The amendments were approved by the holders of each class of capital stock of the Corporation pursuant to a written consent of the stockholders and Board of Directors dated December 11, 2019, and the votes cast for the amendment by the holders of each such class of capital stock were sufficient for approval.

ARTICLE I

Name

The name of this corporation shall be:

BP-RP INVESTMENTS, INC.

ARTICLE II

Principal Office and Mailing Address

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

70 Bahama Circle
Tampa, Florida 33606

ARTICLE III

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 Florida Business Corporation Act, 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 IV

Capital Stock

(a) **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this corporation shall be one hundred (100) shares of voting common stock, par value \$1.00 per share (the "Voting Common Stock"), and nine hundred (900) shares of nonvoting common stock, par value \$1.00 per share (the "Nonvoting Common Stock").

(b) **Payment for Stock.** The consideration for the issuance of capital stock of this corporation may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(c) **Voting.** The entire voting power of this corporation shall be vested in the Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this corporation. Except as otherwise provided by law, holders of the Nonvoting Common Stock shall not be entitled to any voting rights by virtue of such ownership. This distinction in voting rights shall be the sole difference between the Voting Common Stock and the Nonvoting Common Stock.

(d) **Dividends.** Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

(e) **No Preference in the Event of Liquidation.**

(i) Upon the liquidation, dissolution or winding up of the business of this corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis.

(ii) A consolidation, merger or other similar reorganization of this corporation shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of the preceding provision.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Registered Office and Registered Agent

The registered office of this corporation shall be located at 712 S. Oregon Avenue, Tampa, Florida 33606, and the registered agent of this corporation at such office shall be Daniel D. Whitaker, Esq. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

(a) Board of Directors. The Board of Directors of this corporation shall consist of not less than one (1) member, the exact number of directors to be fixed from time to time by the voting stockholders or by the Bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, 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.

(b) Quorum of Board of Directors. 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 of Directors, 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 voting stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE IX

Bylaws

(a) The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or any part thereof. The Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the affirmative vote of at least a majority of the outstanding shares of Voting Common Stock of this corporation at a stockholders' meeting duly called for such purpose.

(b) The Bylaws shall be for the governance 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 X

Affiliated Transactions

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

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated 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.

[Signature Page Follows]

IN WITNESS WHEREOF, the corporation has caused these Amended and Restated Articles of Incorporation to be executed as of December 11, 2019.

BP-RP INVESTMENTS, INC.

By: 

Rocco Pagliarulo, President