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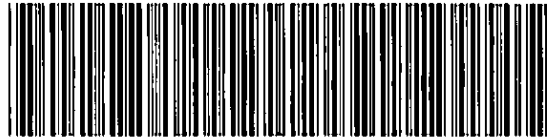
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DEC 23 2018

T SCHROEDER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

BIERLY-DRAKE & STEELE, INC.

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

Signature _____

Requested by: BA

12/27/18

Name _____

Date

Time

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CERTIFICATE OF DOMESTICATION

The undersigned, Christopher P. Drake, Director, of Bierly-Drake Associates, Inc. a foreign corporation, in accordance with Section 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was October 26, 1981.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the Commonwealth of Massachusetts.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was the Bierly-Drake Associates, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Section 607.0202 and 607.0401 with this certificate is Bierly-Drake & Steele, Inc.
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 Commonwealth of Massachusetts.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Section 607.1801.

I am Christopher P. Drake, Director of the Bierly-Drake Associates, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 27th day of December, 2018.


Christopher P Drake, Director

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**ARTICLES OF INCORPORATION
OF
BIERLY-DRAKE & STEELE, INC.
A Florida For-Profit Corporation**

**ARTICLE I
NAME**

The name of this corporation is Bierly-Drake & Steele, Inc. (the "Corporation"). The Corporation's previous name, which has changed due to the filing of these Articles of Incorporation in the State of Florida pursuant to the Certificate of Domestication filed on December 27, 2018 was the "Bierly-Drake Associates, Inc."

**ARTICLE II
PRINCIPAL OFFICE; REGISTERED AGENT**

The address of the Corporation's principal office in the State of Florida is 434 Chilean Avenue, Palm Beach, Florida, 33480, County of Palm Beach. The name of its registered agent, and such agent's address is Christopher P. Drake located at 434 Chilean Avenue, Palm Beach, FL 33480.

**ARTICLE III
BUSINESS PURPOSE**

The nature of the business or purposes to be conducted or promoted by the Corporation is to conduct the business of interior design and interior planning in all its lines; to conduct the business of decorating buildings and structures, both interior and exterior; to buy, sell, and generally deal in all the materials used in decorating; and to employ competent and skilled designers and generally to do all things ordinarily done by designers.

To carry on, in connection with the foregoing, any other business advantageous to the business of the corporation and in general to do and perform every other act and things, and carry on every other business and to purchase any other business whatsoever convenient or proper for the accomplishment of any or all of the purposes, or the carrying on of any part of the business of the corporation and to use and exercise all of the powers conferred by the laws of the State of Florida relating to business corporations; and

To engage in any other lawful business.

**ARTICLE IV
SHARES OF STOCK**

The Corporation is authorized to issue only one (1) class of stock, which shall be designated Common Voting Stock. The total number of each of such shares authorized to be issued is 1,000 Common Voting Stock. All shares of Common Voting Stock shall be identical, with each holder entitled to one vote for each share of Common Voting Stock, on all matters on which shareholders of the Corporation have the right to vote.

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ARTICLE V
RESTRICTIONS ON SHARES OF STOCK

The restrictions imposed by this section upon the transfer of shares of stock of any class are as follows:

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the manner following:

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

ARTICLE VI
INITIAL OFFICERS

Christopher P. Drake, President
434 Chilean Avenue,
Palm Beach, Florida 33480

William Steele, Vice-President
434 Chilean Avenue,
Palm Beach, Florida 33480

ARTICLE VII
CORPORATE EXISTENCE

The Corporation began its existence on October 26, 1981, pursuant to Florida Statutes §607.1801(4). The Corporation is to have perpetual existence.

ARTICLE VIII
MANAGEMENT OF THE CORPORATION

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its shareholders or any class thereof, as the case may be, it is further provided that:

- A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors is set forth in the bylaws of the Corporation duly adopted by the shareholders or by the Board of Directors.

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- B. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend, or repeal the Bylaws of the Corporation.
- C. The directors of the Corporation need not be elected by written ballot unless the Bylaws of the Corporation so provide.
- D. Advance notice of shareholder nomination for the election of directors and of any other business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.
- E. No action shall be taken by the shareholders of the Corporation except at an annual or special meeting of the shareholders called in accordance with the Bylaws and no action shall be taken by the shareholders by written consent.

The members of the Board of Directors are:

Christopher P. Drake
434 Chilean Avenue,
Palm Beach, Florida 33480

William Steele
434 Chilean Avenue,
Palm Beach, Florida 33480

ARTICLE IX **VOTING FOR DIRECTORS**

At the election of directors of the Corporation, each holder of Common Voting Stock shall be entitled to plurality voting rights as to the directors to be elected by each class or series in accordance with the laws of the State of Florida.

ARTICLE X **INCORPORATORS**

The name and mailing address of the incorporators are as follows:

Christopher P. Drake
434 Chilean Avenue,
Palm Beach, FL 33480

William Steele
434 Chilean Avenue
Palm Beach, FL 33480

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ARTICLE XI **AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Articles of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred herein are granted subject to this reservation.

ARTICLE XII **LIMITED LIABILITY**

- A. To the fullest extent permitted by the laws of the State of Florida as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.
- B. The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation.
- C. Neither any amendment nor repeal of this Article XII, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article XII, shall eliminate or reduce the effect of this Article XII, with respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article XII, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

ARTICLE XIII **MEETINGS OF THE SHAREHOLDERS**

Meetings of shareholders may be held within or without the State of Florida, as the bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the laws of the State of Florida) outside of the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

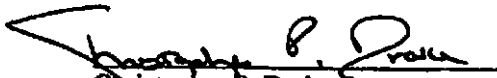
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[Signature Page]

IN WITNESS WHEREOF, the undersigned Incorporators hereby acknowledge(s) that the foregoing Articles of Incorporation is their act and deed and that the facts stated herein are true.


William Steele, Incorporator
Dated: December 26, 2018.


Christopher P. Drake, Incorporator
Dated: December 26, 2018.

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