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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
MARLIN CONSTRUCTION PARTNERS, INC**

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SECRETARY OF STATE  
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S. PRATHER

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2021 JUN 18 AM 8:39  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF MARLIN CONSTRUCTION PARTNERS, INC**  
a Florida corporation

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of Marlin Construction Partners, Inc, originally filed on February 21, 2019, are hereby amended and restated in their entirety to read as follows:

**ARTICLE I**  
**NAME**

The name of the corporation shall be Marlin Construction Partners, Inc. (the “Corporation”).

**ARTICLE II**  
**EXISTENCE**

The existence of the Corporation began on February 21, 2019, and shall exist in perpetuity until dissolved in accordance with the Florida Business Corporation Act and the bylaws of the Corporation.

**ARTICLE III**  
**PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 343 NW Cole Terrace, Suite 201, Lake City, Florida 32055.

**ARTICLE IV**  
**PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act as it now exists or may hereafter be amended or supplemented.

**ARTICLE V**  
**SHARES**

(a) Authorized Capital Stock. This Corporation is authorized to issue 100,000 shares of common stock of par value of \$0.10 per share. One thousand (1,000) shares shall be designated as Class A Voting Common shares, and ninety-nine thousand (99,000) shares shall be designated as Class B Nonvoting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

- (i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the Corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting

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shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

- (ii) Class B Nonvoting Common Shares. Except as otherwise expressly required by law, the holders of Class B Nonvoting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the Corporation shall be vested in the holders of Class A Voting Common shares.

(b) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock, both Class A Voting Common and Class B Nonvoting Common, shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

- (c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

(e) Stock Redemption and Issuance. All shareholders who own forty-five (45) or more shares of common stock immediately prior to the filing of these Amended and Restated Articles of Incorporation shall receive one (1) share of Class A Voting stock in exchange for every forty-five (45) shares of common stock. All shareholders who own less than forty-five (45) shares of common stock immediately prior to the filing of these Amended and Restated Articles of Incorporation shall have their common stock redeemed by the Corporation for an agreed upon cash amount, shall not receive any stock in the Corporation, and shall cease to be shareholders.

## **ARTICLE VI**

### **PREEMPTIVE RIGHTS**

The shareholders of the Corporation shall not have preemptive rights.

## **ARTICLE VII**

### **REGISTERED OFFICE AND AGENT**

The Company hereby (a) designates 2102 SW Dairy Street, Lake City, Florida 32024 as the street address of the Company's registered office, and (b) names Charles Peeler, Jr. as the Company's registered agent at that address to accept service of process within the State of Florida.

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**ARTICLE VIII**  
**APPROVAL AND RESTATEMENT**

These Amended and Restated Articles of Incorporation of the Corporation incorporate all prior amendments to the Articles of Incorporation of the Corporation. All shareholders and all directors of the Corporation voted to approve these Amended and Restated Articles of Incorporation of the Corporation.

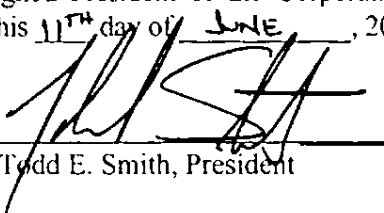
**ARTICLE VII**  
**DIRECTORS**

This Corporation shall be managed by one (1) director which shall comprise the board of directors. The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

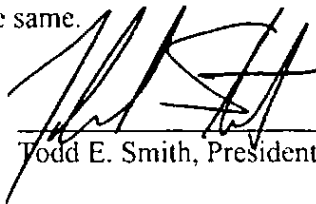
**IN WITNESS WHEREOF**, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation, this 11<sup>TH</sup> day of JUNE, 2021.

  
Todd E. Smith, President

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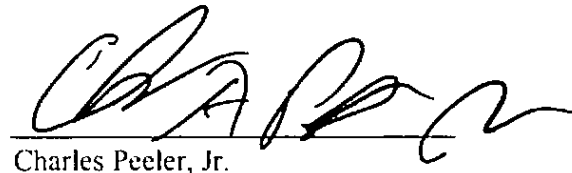
**ADOPTION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION**

The undersigned President of the Corporation hereby confirms that the foregoing Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Corporation's shareholders pursuant to Section 607.1003, Florida Statutes, on June 11, 2021. The number of votes cast by the shareholders for the amendments contained in the foregoing Amended and Restated Articles of Incorporation were sufficient for approval of the same.

  
Todd E. Smith, PresidentFILED  
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TALLAHASSEE, FLORIDA  
STATE SECRETARY OF STATE**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the Corporation at the place designated in Article VIII of these Amended and Restated Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Dated June \_\_, 2021

  
Charles Peeler, Jr.