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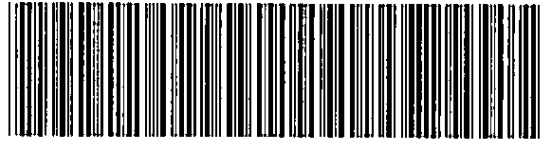
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TALLAHASSEE, FL 32309

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UPCHURCH BAILEY AND UPCHURCH

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JOHN D. BAILEY, JR.

ALLYSON BOYLES CURRIE

STEPHEN A. FAUSTINI

KATHERINE GAERTNER JONES

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St. Augustine, Florida 32085-3007

OF COUNSEL:

TRACY WILSON UPCHURCH

FRANK D. UPCHURCH, SR.
(1894-1986)

HAMILTON D. UPCHURCH
(1925-2008)

FRANK D. UPCHURCH, JR.
(1922-2012)

April 22, 2019

Via U.S. Mail

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

Re: Certificate of Domestication
Bandy & Associates, Incorporated

Dear Sir/Madam:

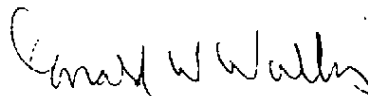
In accordance with Section 607.1801, Florida Statutes, enclosed is an original and one (1) copy of the Certificate of Domestication and associated Articles of Incorporation (**with a delayed effective date of May 1, 2019**) for the above referenced foreign corporation.

Also enclosed is our firm's check in the amount of \$137.50 for the following fees:

Certificate of Domestication – \$ 50.00
Articles of Incorporation and Certified Copy – \$78.75
Certificate of Status – \$8.75

Please contact Lori Aldrich if you have questions on any of the enclosures.

Very truly yours,



Donald W. Wallis

Enclosures

cc: Vivian D. Bandy (via email with enclosures)

CERTIFICATE OF DOMESTICATION

In accordance with Section 607.1801(3), Florida Statutes, the undersigned, Vivian D. Bandy, President of Bandy & Associates, Incorporated, an Illinois corporation (the "Corporation"), does hereby certify that:

The date on which the Corporation was first incorporated was January 21, 2005.

The jurisdiction in which the Corporation was first incorporated was Illinois.

The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Bandy & Associates, Incorporated.

The name of the Corporation set forth in the Articles of Incorporation that will be filed with this Certificate of Domestication, in accordance with Sections 607.0202 and 607.0401, Florida Statutes, is Bandy & Associates, Incorporated.

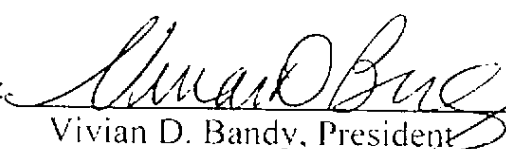
The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of this Certificate of Domestication was Illinois.

Attached are Florida Articles of Incorporation to complete the domestication requirements under Section 607.1801, Florida Statutes.

In accordance with Section 607.0123(2), Florida Statutes, the effective date of the Articles of Incorporation shall be May 1, 2019.

The undersigned is authorized to sign this Certificate of Domestication on behalf of the Corporation and has done so this 17 day of April, 2019.

BANDY & ASSOCIATES, INCORPORATED

By: 
Vivian D. Bandy, President

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19 MAY -1 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BANDY & ASSOCIATES, INCORPORATED**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – DELAYED EFFECTIVE DATE

In accordance with Section 607.0123(2), Florida Statutes, the effective date of these Articles of Incorporation shall be **MAY 1, 2019**.

ARTICLE II – NAME

In accordance with Section 607.0202(1)(a), Florida Statutes, the name of the corporation is Bandy & Associates, Incorporated (the “Corporation”).

ARTICLE III – ADDRESSES

In accordance with Section 607.0202(1)(b), Florida Statutes, the street and mailing addresses of the principal office of the Corporation is 218 Glorieta Drive St. Augustine, Florida 32085.

ARTICLE IV – NATURE OF BUSINESS

In accordance with Section 607.0202(2)(b)(1), Florida Statutes, the general nature of the business to be transacted by the Corporation shall be to engage in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE V – CAPITAL STOCK

In accordance with Section 607.0202(1)(c), Florida Statutes, the Corporation is authorized to issue One Thousand (1,000) shares of common stock at a par value of One Dollar and 00/100's (\$1.00) per share.

ARTICLE VI – PREEMPTIVE RIGHTS

In accordance with Section 607.0202(1)(d), Florida Statutes, the Corporation elects to have preemptive rights.

Each shareholder of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise that right, to acquire proportional amounts of the Corporation's authorized but unissued shares and treasury shares upon the decision of the board of directors to issue them.

A shareholder may waive his or her preemptive right. A waiver evidenced by a signed writing is irrevocable even though it is not supported by consideration.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

In accordance with Section 607.0202(2)(a), Florida Statutes, the number of Directors constituting the Board of Directors of the Corporation shall be two, and the names and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Vivian D. Bandy	218 Glorieta Drive St. Augustine, Florida 32085
Michael J. Bandy	218 Glorieta Drive St. Augustine, Florida 32085

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CLERK OF DISTRICT COURT
ST. AUGUSTINE, FLORIDA

ARTICLE VIII – SHAREHOLDER ACTION WITHOUT A MEETING

As allowed by Section 607.0704(1), Florida Statutes, the shareholders of the Corporation may take action without a meeting, without prior notice, and without a vote if the action is taken by shareholders who possess not less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon are present and voted.

ARTICLE IX – DIRECTOR ACTION WITHOUT A MEETING

As allowed by Section 607.0821(1), Florida Statutes, the board of directors of the Corporation may take unanimous action without a meeting, without prior notice, and without a vote if such action is evidenced by one or more written consents describing the action taken and signed by all directors.

ARTICLE X – INITIAL REGISTERED OFFICE AND AGENT

In accordance with Section 607.0202(1)(e), Florida Statutes, the street address of the initial registered office of the Corporation is 218 Glorieta Drive, St. Augustine, Florida 32085, and the name of its initial registered agent at such address is Vivian D. Bandy.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: April 17, 2019


Registered Agent Signature: 

ARTICLE XI – INCORPORATOR

In accordance with Section 607.0202(1)(f), Florida Statutes, the name and address of the incorporator is Vivian D. Bandy, 218 Glorieta Drive, St. Augustine, Florida 32085.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation effective as of May 1, 2019.

Dated: April 17, 2019

Incorporator Signature: 

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