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## ARTICLES OF INCORPORATION of Diamond MT Florida, Inc.

SECRETARY OF STATE TALLAHASSEE, FL

ARTICLE I

The name of the Corporation is Diamond MT Florida, Inc.

## ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is located at 4200 Dow Road, Suite C/D, Melbourne, Florida 32934.

## ARTICLE III PURPOSE

The Corporation's purpose shall be for any and all lawful business.

## ARTICLE IV CAPITAL STOCK

- (a) <u>Authorized Shares</u>. The total number of shares of stock that the Corporation may issue is 10,000 shares without par value. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.
  - (b) <u>Cumulative Voting</u>. Cumulative voting shall not be permitted.

## ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at said registered office is Corporation Service Company.

#### ARTICLE VI INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Marlene Marsh c/o Dentons Cohen & Grigsby P.C. 625 Liberty Avenue, 5th Floor Pittsburgh, PA 15222-3152

#### ARTICLE VII DIRECTORS

(a) <u>Number</u>. The number of directors constituting the initial Board of Directors of the Corporation is two (2). The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) <u>Board of Directors</u>. The names and addresses of the persons to serve as directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Melvin M. Popovich c/o Diamond MT, Inc. 213 Chestnut Street Johnstown, PA 15906

Sean Horn c/o Diamond MT, Inc. 213 Chestnut Street Johnstown, PA 15906

## ARTICLE VIII LIABILITY OF DIRECTORS

To the fullest extent that the laws of the State of Florida, as the same exist or may hereafter be amended, permit elimination of the personal liability of directors, no director of the Corporation will be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. The provisions of this Article (a) are applicable to acts or omissions occurring before or after the adoption hereof, (b) are deemed to be a contract with each person who serves as a director at any time while this Article is in effect, and each such director is deemed to be serving in reliance on the provisions of this Article, (c) will continue as to each person who has ceased to be a director with respect to the periods when he or she was a director and (d) will inure to the benefit of each director's heirs and legal representatives. Any amendment or repeal of this Article or adoption of any additional Article, and any amendment to the Bylaws of the Corporation, which has the effect of increasing director liability will operate prospectively only and will not affect any action taken, or any failure to act, by a director of the Corporation prior to such amendment or repeal becoming effective.

## ARTICLE IX INDEMNIFICATION

The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

## ARTICLE X INITIAL OFFICERS

The names and addresses of the persons to serve as officers of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Melvin M. Popovich c/o Diamond MT, Inc. 213 Chestnut Street Johnstown, PA 15906 President

Sean Horn c/o Diamond MT, Inc. 213 Chestnut Street Johnstown, PA 15906 Vice President, Secretary and Treasurer

### ARTICLE XI BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## ARTICLE XII EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation for the foregoing use and purpose this 19th day of February, 2020.

Marlene Marsh, as Incorporator

Having been named as registered agent and to accept service of process for the Corporation at the place designated in these Articles of Incorporation, the undersigned accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of such position as registered agent, as provided for in the Florida Business Corporation Act.

DATED: This \_\_\_ day of February, 2020.

Corporation Service Company,

Registered Agent

Kadesha Roberson Asst. Vice President