

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION
BMI Franchise, Inc.

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|-----------------------|---------|
| Certificate of Status | 0 |
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| Page Count | 04 |
| Estimated Charge | \$70.00 |

*See
4/16/2020*

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**ARTICLES OF INCORPORATION
OF
BMI FRANCHISE, INC.**

Article 1 - Name

The name of the Corporation is BMI Franchise, Inc.

Article 2 - Address

The Corporation's principal place of business and mailing address is:

13400 Sutton Drive Park South
1502
Jacksonville, FL 32224

Article 3 - Duration

The Corporation has perpetual existence.

Article 4 - Initial Registered Agent and Registered Office and

The Corporation's initial registered agent and registered office are:

J. Nevin Miller
354 Cypress Drive, # 3
Tequesta, FL 33469

Article 5 - Corporate Purpose

The Corporation is organized to transact any and all lawful business.

Article 6 - Initial Directors

The Corporation shall have 2 Directors initially. The number of Directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial directors of the Corporation are:

Robert B. King
13400 Sutton Drive Park South
1502
Jacksonville, FL 32224

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J. Nevin Miller
354 Cypress Drive, # 3
Tequesta, FL 33469

Article 7 - Capital Stock

The Corporation is authorized to issue 1,000 shares of no par value common stock.

Article 8 - Incorporator

The name and address of the person signing these Articles as incorporator are

Keith J. Kanouse
6879 Giralda Circle
Boca Raton, FL 33433

Article 9 - Powers

The Corporation has all of the corporate powers enumerated in the Florida Business Corporation Act.

Article 10 - Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, the Corporation will indemnify its officers and directors and may indemnify employees and agents, from and against all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses before the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification is not exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, the vote of shareholders or disinterested directors or otherwise. The indemnification continues as to a person who has ceased to be a director, officer, employee or agent, and inures to the benefit of the heirs, personal representatives of such a person, and an adjudication of liability does not affect the right to indemnification for those indemnified.

Article 11 - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this revision.

Audit # H20000103822 3

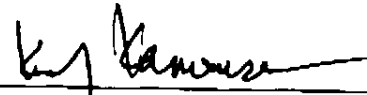
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Article 12 - Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the Shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide the Bylaw is not subject to amendment or repeal by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on April 7, 2020.


Keith J. Kanouse, Incorporator

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Audit # H20000103822 3

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and registered office in the State of Florida.

1. The name of the Corporation is BFI Franchise, Inc.
2. The name and address of the registered agent and office are:

J. Nevin Miller
354 Cypress Drive, #.3
Tequesta, FL 33469

SIGNATURE

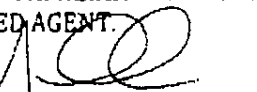

Keith J. Kanouse

TITLE: Incorporator

DATE: April 7, 2020

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE


J. Nevin Miller

DATE

April 7, 2020

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