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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BILL360, INC.**

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ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
BILL360, INC.


Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), the Amended and Restated Articles of Incorporation of BILL360, INC., a Florida corporation (the "Corporation"), are hereby further amended and restated as follows:

1. The name of the Corporation is Bill360, Inc. On December 16, 2020, Articles of Incorporation for the Corporation were filed with the Florida Department of State and were assigned document number P20000097097. On March 3, 2021, Amended and Restated Articles of Incorporation for the Corporation were filed with the Florida Department of State.
2. The Amended and Restated Articles of Incorporation, as further amended and restated, are attached hereto as Exhibit A (the "Second Amended and Restated Articles").
3. The Second Amended and Restated Articles contain amendments to the Amended and Restated Articles of Incorporation requiring shareholder approval.
4. The shareholders of the Corporation adopted the Second Amended and Restated Articles by the written consent of the a majority of the votes held by the shareholders of the Corporation on November 18, 2021.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment and Restatement.

BILL360, INC.

By:  
Name:  
Title:  
Date:

  
\_\_\_\_\_  
Paul Hunter  
\_\_\_\_\_  
President  
\_\_\_\_\_  
November 18, 2021  
\_\_\_\_\_

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BILL360, INC.**

The Second Amended and Restated Articles of Incorporation of BILL360, INC., a Florida corporation for profit incorporated under the provisions of the Florida Business Corporation Act, shall read in their entirety as set forth below:

**ARTICLE I**  
**Name**

The name of the Corporation is:

Bill360, Inc.

**ARTICLE II**  
**Duration**

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE III**  
**Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation are 4350 W. Cypress Street, Suite 701, Tampa, Florida 33607.

**ARTICLE IV**  
**Capital Stock**

The total number of shares which the Corporation is authorized to issue is nineteen million (19,000,000), consisting of two (2) classes of shares to be designated "Class A Common Stock" and "Class B Common Stock", each with a par value of \$0.005 per share. The total number of shares of Class A Common Stock that the Corporation shall have authority to issue is fifteen million

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(15,000,000). The total number of shares of Class B Common Stock that the Corporation shall have authority to issue is four million (4,000,000).

The preferences, limitations, voting powers and relative rights of the Class A Common Stock and the Class B Common Stock are as follows:

Voting Rights.

(i) The holders of Class A Common Stock and the holders of Class B Common Stock shall vote together as a single voting group on all matters submitted to a vote of this corporation's shareholders.

(ii) Each holder of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held as of the applicable record date on any matter that is submitted to a vote of the shareholders of the Corporation (including, without limitation, any matter voted on at a shareholders' meeting).

(iii) Each holder of Class B Common Stock shall be entitled to three (3) votes for each share of Class B Common Stock held as of the applicable record date on any matter that is submitted to a vote of the shareholders of the corporation (including, without limitation, any matter voted on at a shareholders' meeting); provided that on the death of Paul Hunter, each holder of Class B Common Stock will thereafter be entitled to one (1) vote for each share of Class B Common Stock.

Except as otherwise expressly provided in these Articles or required by applicable law, shares of Class A Common Stock and shares of Class B Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters.

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**ARTICLE V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 3623 46<sup>th</sup> Avenue N., St. Petersburg, FL 33714, and the initial registered agent of the Corporation at that address is Paul Hunter.

**ARTICLE VI**  
**Initial Board of Directors**

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one (1). The name and street address of the initial director of the Corporation are:

Name:

Address:

Paul Hunter

3623 46th Avenue N.  
St. Petersburg, FL 33714

**ARTICLE VII**  
**Initial Officers**

The names and titles of the initial officers of this corporation shall be appointed at the first meeting.

**ARTICLE IX**  
**Indemnification**

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

**ARTICLE X**  
**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

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subject to this reservation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Second Amended and Restated Articles of Incorporation this 18th day of November, 2021.

*Paul L Hunter*

\_\_\_\_\_  
Paul Hunter, President

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE OF  
BILL360, INC.**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is BILL360, INC.
2. The name and address of the registered agent and office are:

Paul Hunter  
3623 46th Avenue N.  
St. Petersburg, FL 33714

*Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 607, Florida Statutes.*

Dated: November 18, 2021.

*Paul L Hunter*

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Paul Hunter