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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.

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Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), the Second 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. On November 18, 2021, Second Amended and Restated Articles of Incorporation for the Corporation were filed with the Florida Department of State.

2. The Second Amended and Restated Articles of Incorporation, as further amended and restated, are attached hereto as Exhibit A (the "Third Amended and Restated Articles").

3. The Third Amended and Restated Articles contain amendments to the Second Amended and Restated Articles of Incorporation requiring shareholder approval.

4. The shareholders of the Corporation adopted the Third Amended and Restated Articles by the written consent of a majority of the votes held by the shareholders of the Corporation on July 31, 2022.

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

BILL360, INC.

By:

Name:

Title:

Date:

Paul L. Hunter

Paul L. Hunter

President

August 8, 2022

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

The Third 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 twenty-three million (23,000,000), 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 nineteen

million (19,000,000). 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 the 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 upon the death of Paul L. 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.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 3623 46th Avenue N., St. Petersburg, Florida 33714, and the initial registered agent of the Corporation at that address is Paul L. 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:

Paul L. Hunter

Address:

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

ARTICLE VII
Indemnification

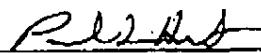
The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VIII
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 reservation.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these
Third Amended and Restated Articles of Incorporation this 8th day of August, 2022.



Paul L. Hunter, President

**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 L. 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: August 8, 2022.



Paul L. Hunter