

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CAPITOL SERVICES, INC.
Account Number : 120160000017
Phone : (855) 498-5500
Fax Number : (800) 432-3622

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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FLORIDA PROFIT/NON PROFIT CORPORATION
FSBH CORP.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
FSBH CORP**

**ARTICLE 1
NAME**

The name of the corporation is FSBH CORP.

**ARTICLE 2
AUTHORIZED SHARES**

The corporation shall have authority, to be exercised by the Board of Directors, to issue no more than Thirty Million (30,000,000) shares of voting common stock, par value \$5.00 per share, and shall be designated as "Common Stock."

The corporation shall have the authority, to be exercised by the Board of Directors, to issue up to Ten Million (10,000,000) shares of preferred stock, par value \$5.00 per share, any part or all of which shares of preferred stock may be established and designated from time to time by the Board of Directors by filing an amendment to these Articles of Incorporation, which shall be effective without any action by the shareholders, in accordance with the appropriate provisions of the Florida Business Corporation Act, in such series and with such preferences, limitations, and relative rights as may be determined by the Board of Directors. The number of authorized shares of preferred stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the shares of Common Stock, without a vote of the holders of the shares of preferred stock, or any series thereof, unless a vote of any such holders is required by law or pursuant to the preferred stock designation(s) establishing the series of preferred stock.

**ARTICLE 3
REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is located at 1825 Manatee Avenue West, Bradenton, Manatee County, Florida 34205, and the name of the initial registered agent of the corporation at the registered office is Kelly H. Ellis. Kelly H. Ellis is familiar with, and accepts, the obligations of registered agent.

/s/ Kelly H. Ellis

Date: November 2, 2021

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**ARTICLE 4
INCORPORATOR**

The name and address of the incorporator is:

Elizabeth A. Dunn
Alston & Bird LLP
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

**ARTICLE 5
PRINCIPAL OFFICE**

The mailing address of the initial principal office of the corporation is 1825 Manatee Avenue West, Bradenton, Manatee County, Florida 34205.

**ARTICLE 6
BOARD OF DIRECTORS**

The initial Board of Directors shall consist of ten (10) members. The name and address of each member is:

Jonathan A. Drawdy
2815 Midway Church Road
Blackshear, GA 31516

Jack Fu
609 Amador Lane #5
West Palm Beach, FL 33401

Michael Godby
1475 Peachtree Street NE, Suite 800
Atlanta, GA 30309

Daniel S. Hager
1022 50th Street Court W
Bradenton, FL 34209

James D. Hull
1109 Woods Road
Waycross, GA 31501

Joe Ierardi
368 Chase Drive
Jesup, GA 31546

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David I. Lee
1308 Griffin School Road
Hoboken, GA 31542

Terry Rehfeldt
1011 Cimarron Circle
Bradenton, FL 34209

Robert B. Smith
356 East Cherry Street
Jesup, GA 31598

Alan Wildstein
2971 Lakeview Drive
Sebring, FL 33870

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CORPORATE SECRETARY

ARTICLE 7 SHAREHOLDER ACTION BY LESS THAN UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents bearing the date of signature and describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the corporation for inclusion in the minutes or filing with the corporate records. If the action is taken by less than all of the shareholders entitled to vote on the action, all voting shareholders on the record date who did not participate in taking the action shall be given written notice of the action taken, and shall be furnished with the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders for action, including notice of any applicable dissenters' rights, not more than ten days after taking the action without a meeting.

ARTICLE 8 RESTRICTION ON OWNERSHIP OF SHARES

Section 8.1 For the purpose of this Article 8, the following terms shall have the following meanings:

(a) "Aggregate Stock Ownership Limit" shall mean 9.9% in value of the aggregate of the outstanding shares of Capital Stock. For the purpose of determining the percentage of ownership of Capital Stock by any Person, shares of Capital Stock that may be acquired upon the conversion, exchange, redemption or exercise of any securities

of the corporation directly or Constructively held by such Person, but not shares of Capital Stock issuable upon the conversion, exchange, redemption or exercise of securities of the Corporation held by other Persons, shall be deemed to be outstanding prior to such conversion exchange, redemption or exercise.

(b) "Beneficial Ownership" shall mean ownership of Capital Stock by a Person, whether the interest in the shares of Capital Stock is held directly or indirectly (including by a nominee). The terms "Beneficial Owner," "Beneficially Owns" and "Beneficially Owned" shall have the correlative meanings.

(c) "Capital Stock" shall mean all classes or series of stock of the corporation, including, without limitation, Common Stock and preferred stock.

(d) "Constructive Ownership" shall mean ownership of Capital Stock by a Person, whether the interest in the shares of Capital Stock is held directly or indirectly (including by a nominee). The terms "Constructive Owner," "Constructively Owns" and "Constructively Owned" shall have the correlative meanings.

(e) "Person" shall mean an individual, corporation, partnership, limited liability company, estate, trust, association, or other entity and also includes a group as that term is used for purposes of Section 13(d)(3) of the Exchange Act.

(f) "Transfer" shall mean any issuance, sale, transfer, redemption, gift, assignment, devise or other disposition, as well as any other event that causes any Person to acquire or possess Beneficial Ownership or Constructive Ownership, or any agreement to take any such actions or cause any such events, of Capital Stock or the right to vote or receive dividends on Capital Stock, including (a) the granting or exercise of any option (or any disposition of any option), (b) any disposition of any securities or rights convertible into or exchangeable for Capital Stock or any interest in Capital Stock or any exercise of any such conversion or exchange right and (c) Transfers of interests in other entities that result in changes in Beneficial or Constructive Ownership of Capital Stock; in each case, whether voluntary or involuntary, whether owned of record, Constructively Owned or Beneficially Owned and whether by operation of law or otherwise. The terms "Transferring" and "Transferred" shall have the correlative meanings.

Section 8.2 Ownership Limitations.

(a) No Person shall Beneficially Own or Constructively Own shares of Capital Stock in excess of the Aggregate Stock Ownership Limit.

(b) If any Transfer of shares of Capital Stock occurs which, if effective, would result in any Person Beneficially Owning or Constructively Owning shares of Capital Stock in violation of Section 8.1, then the Transfer of that number of shares of Capital Stock shall be void ab initio and the intended transferee shall acquire no rights in such shares of Capital Stock.

(c) The corporation is authorized specifically to seek equitable relief, including injunctive relief, to enforce the provisions of this Article 8.

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(d) No delay or failure on the part of the corporation or the Board of Directors in exercising any right hereunder shall operate as a waiver of any right of the corporation or the Board of Directors, as the case may be, except to the extent specifically waived in writing.

ARTICLE 9 LIMITATION OF DIRECTOR LIABILITY

Section 9.1 A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, provided that the provisions of this Article 9 shall not eliminate or limit the liability of a director:

(a) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation;

(b) for acts or omissions which involve intentional misconduct or a knowing violation of law;

(c) for the types of liability set forth in Section 607.0834 of the Florida Business Corporation Act; or

(d) for any transaction from which the director received an improper personal benefit.

Section 9.2 Any repeal or modification of the provisions of this Article 9 by the shareholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

Section 9.3 If the Florida Business Corporation Act is amended to authorize corporate action further eliminating or limiting the liability of directors after this Article 9 becomes effective, then, without further corporate action, the liability of a director of the corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

Section 9.4 In the event that any of the provisions of this Article 9 (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

Section 9.5 Unless two-thirds (2/3) of the directors then in office shall approve the proposed change, this Article 9 may be amended or rescinded only by the affirmative vote of at least two thirds (2/3) of the issued and outstanding shares of Common Stock entitled to vote thereon, at any regular meeting or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

**ARTICLE 10
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act and any other applicable law, indemnify each director and officer of the corporation against any and all expenses, liabilities or other matters referred to in or covered by the Florida Business Corporation Act. Any indemnification effected under this provision shall not be deemed exclusive of rights to which those indemnified may be entitled to vote under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

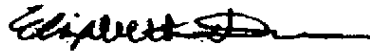
**ARTICLE 11
ELECTION OF DIRECTORS**

In all elections of directors, pursuant to Section 607.0728 of the Florida Business Corporation Act, each director shall be elected by the affirmative vote of a majority of the votes cast with respect to the director at a meeting of the shareholders called for such purpose at which a quorum is present. For purposes of this Article 11, "a majority of the votes cast" means that the number of votes cast "for" a director must exceed the number of votes "against" that director.

[Signature on following page]

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CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of November, 2021.



Elizabeth A. Dunn
Incorporator

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TAMPA, FL