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Division of Corporations

No. 18

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Florida Department of State

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IMAGINATION WORKS, INC.**

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A. RAMSEY
JUL 20 2022

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IMAGINATION WORKS, INC.
A Florida Corporation
In compliance with Chapter 607, F.S.

Document Number: P22000053447

Pursuant to the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 607) (the "Act"), specifically Section 607.1006, Imagination Works, Inc. (the "Corporation"), hereby certifies that:

FIRST: This Corporation is named Imagination Works, Inc. and was originally incorporated in the State of Florida effective July 1, 2022, by Articles of Incorporation filed with the Florida Department of State and these Amended and Restated Articles of Incorporation shall amend, restate, and supersede in their entirety any and all prior Articles of Incorporation filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors of the Corporation, which vote was sufficient for authorization as there are no members in the Corporation, at a meeting held on the 19th day of July, 2022.

ARTICLE I
NAME, ADDRESS AND REGISTERED AGENT

1.1 Name and Address. The name and address of the corporation shall be IMAGINATION VILLAGE WORKS, INC. ("Corporation"), 4651 Mirabella Ct., St. Pete Beach, Florida 33706.

1.2 Principal Office. The principal office of the Corporation shall be at 4651 Mirabella Ct., St. Pete Beach, Florida 33706.

1.3 Registered Agent and Office. The street address of the Corporation's initial registered office is 877 Executive Center Dr. W., Suite 100, St. Petersburg, Florida 33702 and the name of its initial registered agent at such address is Spoor Law, P.A.

ARTICLE II
DURATION AND CONTINUITY

The existence of the Corporation shall commence effective as of the filing of these Articles of Incorporation and shall thereafter be perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business and to own and hold such property, enter into contracts, and carry on any business useful for, incidental to, necessary for or appropriate for the successful operation of the foregoing activities.

The Corporation may do all and every thing necessary, advisable, proper, or convenient for the accomplishment, attainment, or furtherance of any of the purposes or objectives set forth in these Articles of Incorporation or any amendment thereof, and to do all other things incident thereto or connected therewith, which are not forbidden by the Florida Business Corporation Act, or otherwise by law, or by these Articles of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes or powers of the Corporation otherwise permitted by law.

ARTICLE IV
INITIAL DIRECTORS

The Corporation shall be governed by a Board of Directors elected by the shareholders, the initial Board of Directors shall consist of one (1) director; provided, however, the number of directors may be increased or decreased from time to time in the manner provided the bylaws of the Corporation.

The names and addresses of the persons who will serve as directors until the first annual meeting of the shareholders or until their successors have been duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Andrew S. White	4651 Mirabella Ct. St. Pete Beach, Florida 33706
Robert Foley	5027 14 th Ave. N. St. Petersburg, Florida 33710
Joshua Johnson	3755 336 th Ave. N. St. Petersburg, Florida 33713

ARTICLE V
OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

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Name	Title
Andrew S. White	President
Robert Foley	Vice President
Joshua Johnson	Secretary, Treasurer

ARTICLE VI

BYLAWS

The Board of Directors of the Corporation shall have the power and authority to adopt, amend and alter the bylaws of the Corporation by a majority vote.

ARTICLE VII

CAPITAL; VOTING; CONSIDERATION

The aggregate number of shares of capital stock the Corporation shall have authority to issue is Ten Thousand (10,000), having a par value of one dollar (\$1.00), designated common stock. The Board of Directors shall determine the consideration to be received for each share of ownership in the Corporation. Each Shareholder shall be entitled to one vote for each share of common stock owned by such Shareholder and shall be entitled to the Corporation's assets and have such other rights as set forth in the Florida Business Corporation Act.

ARTICLE VIII

DIRECTOR CONFLICT OF INTEREST

No contract or transaction between the Corporation and one more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contact or transaction, or solely because his, her, or their votes are counted for such purpose, if:

- (a) The material facts as to the relationship or interest and as to the contact or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; provided, however, that the contract or transaction shall not be authorized by the vote of only a single director; or
- (b) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders.

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- (c) The contact or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or by a committee thereof, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction. This provision shall not be construed to invalidate a contact or transaction which would be valid in the absence of this provision or to subject any director or officer to any liability that he or she would not be subject to in the absence of this provision.

ARTICLE IX **INDEMNIFICATION**

The Corporation shall have the power and authority to indemnify any person to the fullest extent permitted by law.

ARTICLE X **DIRECTOR IMMUNITY**

To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (a) A breach of the director's duty of loyalty to the Corporation or its shareholders;
- (b) An act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) An act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or amendment of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including, without limitation, any subsequent amendment to the Florida Business Corporation Act.

ARTICLE XI
CONSENT IN LIEU OF MEETING

Except as otherwise set forth otherwise herein these Articles of Incorporation, any action which may be taken, or which is required by law or the Articles of Incorporation or bylaws of the Corporation to be taken, at any annual or special meeting of (a) shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted thereon, and (b) directors, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by all directors.

ARTICLE XII
CUMULATIVE VOTING

Cumulative voting for the election of directors or for any other matter is expressly denied and prohibited.

ARTICLE XIII
PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator is Rusty Spoor, Spoor Law, P.A., 877 Executive Center Dr. W., Suite 100, St. Petersburg, Florida 33702.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of July 19, 2022.



Rusty Spoor
Incorporator

Jul. 19. 2022 2:01PM

No. 1842 P. 7/7

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article I of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this 19th day of July, 2022.

REGISTERED AGENT

SPOOR LAW, P.A.



By: _____
Rusty Spoor, President