

P22 0000 61683

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

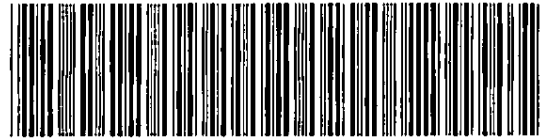
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2022 AUG -2 PM 3:04

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[Handwritten signature]



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 3, 2022

CORPORATION SERVICE COMPANY

SUBJECT: RILEY HOLDINGS, INC.
Ref. Number: W22000100632

RESUBMIT
Please give original
submission date as file date.

We have received your document for RILEY HOLDINGS, INC. and the authorization to debit your account in the amount of \$128.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is M17000006599.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tammi Cline
Regulatory Specialist II Supervisor

Letter Number: 922A00017324

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FLORIDA DEPARTMENT OF STATE
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Letter Number: 922A00017324

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2022 AUG -2 PM 3:04
DIVISION OF STATE
CORPORATIONS

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 851389 4371962

AUTHORIZATION

COST LIMIT \$ 128.75

[Signature]

ORDER DATE : August 2, 2022

ORDER TIME : 2:07 PM

ORDER NO. : 851389-005

CUSTOMER NO: 4371962

FILED
2022 AUG -2 PM 3:04
TALLAHASSEE, FL
CORPORATION

DOMESTIC AMENDMENT FILING

NAME: RILEY HOLDINGS, INC.

EFFECTIVE DATE:

XX ☐ ARTICLES OF AMENDMENT
XX ☐ DOMESTICATION

RECEIVED
AUG 4 2022
TALLAHASSEE, FL
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
XX ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER'S INITIALS: _____


**Articles of Domestication
Foreign Corporation Domesticating to Florida**

The undersigned, Timothy L. Riley, President
(Name) (Title)

of Riley Holdings, Inc., a foreign corporation, in accordance with s. 607.11922, Florida Statutes, submit these Articles of Domestication.

1. Then name of the domesticating corporation is Riley Holdings, Inc.
(Foreign Corporation)
2. The jurisdiction and date of its formation is Massachusetts on November 27, 2019
3. The name of the domesticated corporation is Riley Brothers Holdings, Inc.
4. The jurisdiction of formation of the domesticated corporation is Florida
5. The domestication corporation is a foreign corporation and the domestication was approved in accordance with its organic law.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s.607.0202, F.S.

I certify I am authorized to sign these Articles of Domestication on behalf of the corporation.


(Authorized Signature)

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CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
FLORIDA

ARTICLES OF INCORPORATION
IN COMPLIANCE WITH CHAPTER 607, F. S.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE: Riley Brothers Holdings, Inc.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS/ MAILING ADDRESS IS:

Principal Address

Mailing Address

*c/o Sara Turner
1925 Estuary Lane, Kissimmee, FL 34747*

*c/o Sara Turner
1925 Estuary Lane, Kissimmee, FL 34747*

ARTICLE III PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

TO ENGAGE IN THE BUSINESS OF CONSTRUCTION, GENERAL CONTRACTING, REAL ESTATE DEVELOPMENT AND SALES TO PROVIDE RELATED SERVICES TO INDIVIDUALS AND TO BUSINESSES.

ARTICLE IV SHARES

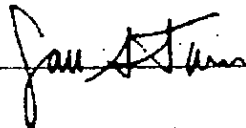
THE NUMBER OF SHARES OF STOCK IS: 200,000

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STATE
OF FLORIDA

ARTICLE V REGISTERED AGENT AND STREET ADDRESS
THE NAME AND FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE) OF THE
REGISTERED AGENT IS:

Sara Turner
1925 Estuary Lane
Kissimmee, FL 34747

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 AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.



Signature/Registered Agent

6-13-22

Date

2022 AUG -2 PM 3:04
CLERK OF STATE
FLORIDA

ARTICLE VI DIRECTORS AND/ OR OFFICERS

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

Name & Title: Timothy L. Riley, President and Director

Address: 84 Tosca Drive, Stoughton, MA 02072

Name & Title: Gregory P. Riley, Treasurer and Director

Address: 84 Tosca Drive, Stoughton, MA 02072

Name & Title: Christopher G. Riley, Secretary and Director

Address: 84 Tosca Drive, Stoughton, MA 02072

I submit this document and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155.F.S.


Signature/Authorized Person

06/13/2022

Date

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CLERK OF STATE
TALLAHASSEE, FLORIDA

RILEY BROTHERS HOLDINGS, INC.

ARTICLES OF ORGANIZATION

CONTINUATION SHEETS

The restrictions imposed by the articles of organization upon the transfer of shares of any class or series of stock are:

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the manner following:

- A. He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and these two arbitrators shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.
- B. After acceptance of the offer, or the report of the arbitrators as to the value of the stock, the corporation shall have thirty days after its receipt of the final report of the arbitrators within which to notify the offeror that it will purchase the same at the offered valuation or the valuation established by the arbitrators within 90 days, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty for a period of 120 days to dispose of the same at a price equal to or greater than the lower of the offered valuation or the valuation established by the arbitrators. At the conclusion of such 120 day period, the offeror shall again be required to comply with this provision prior to concluding any other transfer.
- C. No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

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TALLAHASSEE, FLORIDA

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CLERK OF DISTRICT COURT
JANUARY 1, 2022

RILEY BROTHERS HOLDINGS, INC.

ARTICLES OF ORGANIZATION

CONTINUATION SHEETS

Other lawful provisions :

A. **LIMITATION OF DIRECTOR LIABILITY.** Except to the extent that Chapter 607 of the Florida Business Corporation Act prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

B. **SHAREHOLDER VOTE REQUIRED TO APPROVE MATTERS ACTED ON BY SHAREHOLDERS.** The affirmative vote of a majority of all the shares in a group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 607 of the Florida Business Corporation Act.

C. **SHAREHOLDER ACTION WITHOUT A MEETING BY LESS THAN UNANIMOUS CONSENT.** Action required or permitted by Chapter 607 of the Florida Business Corporation Act to be taken at a stockholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

D. **AUTHORIZATION OF DIRECTORS TO MAKE, AMEND OR REPEAL BYLAWS.** The Board of Directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 607 of the Florida Business Corporation Act, the Articles of Organization or the bylaws requires action by the stockholders.

E. **AUTHORITY OF DIRECTORS TO CREATE NEW CLASSES AND SERIES OF SHARES.** The Board of Directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the Board of Directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the Articles of Organization approved by the shareholders.

F. **INDEMNIFICATION.** The following indemnification provisions shall apply to the persons enumerated below.

1. **Right to Indemnification of Directors and Officers.** The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "**Indemnified Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of

the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Part F, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors, or an authorized committee of the Board of Directors.

2. Prepayment of Expenses of Directors and Officers. To the extent permitted by law, the Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Part F or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Part F is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board of Directors, or an authorized committee of the Board of Directors, in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors, or an authorized committee of the Board of Directors.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors, or an authorized committee of the Board of Directors.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Part F shall not be exclusive of any other rights which such person may have or hereafter acquire under any common law, statute, provision of these Articles of Organization, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

8. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize the Corporation to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Part F; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Part F.

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CLERK OF COURT
CLERK OF COURT



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

August 1, 2022

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

RILEY HOLDINGS, INC.

is a domestic corporation organized on **November 27, 2019**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Processed By: NGM