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# **ARTICLES OF INCORPORATION**

# <u>OF</u>

# ROMERO, TRUMPP, & FARMER ARCHITECTS, INC.

# ARTICLE 1 - NAME

The name of this corporation is "ROMERO, TRUMPP & FARMER ARCHITECTS, INC."

# ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

### <u>ARTICLE III - PURPOSE</u>

This corporation is organized for the purpose of transacting any or all lawful business.

# ARTICLE IV - CAPITAL STOCK

- §4.1 Authorized Capital. The total number of shares that this corporation is authorized to issue is four thousand one hundred (4.100), consisting of two (2) series of common stock to be designated, respectively. "Series A Voting Common Stock" and "Series B Non-voting Common Stock" (collectively the Series A Voting Common Stock and the Series B Non-voting Common Stock are referred to herein as the "Common Stock"). The total number of shares of Series A Voting Common Stock that this corporation shall have authority to issue is one hundred (100) shares, each with a par value of \$0.01. The total number of shares of Series B Non-voting Common Stock that this corporation shall have authority to issue is four thousand (4,000) shares, each with a par value of \$0.01.
- §4.2 <u>Common Stock</u>. The preferences, limitations, voting powers and relative rights of the Series A Voting Common Stock and the Series B Non-voting Common Stock are as follows:
- (a) <u>Voting Rights</u>. Only the holders of Series A Voting Common Stock shall be entitled to a vote with respect to the election of directors or any other matter as to which shareholders of this corporation may be entitled to vote, and the holders of Series B Non-voting Common Stock shall have no vote in the election of directors, nor with respect to any other matters submitted to a vote of this corporation's shareholders.
- (b) <u>Dividends and Distributions</u>. Shares of Series A Voting Common Stock and Series B Non-voting Common Stock shall be treated equally, identically and ratably, on a per share

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basis, with respect to any dividends or other distributions as may be declared by the Board of Directors from time to time with respect to the Common Stock; provided, however, that in the event any such dividend or other distribution declared by the Board of Directors with respect to the Common Stock is paid in the form of Series A Voting Common Stock or Series B Non-voting Common Stock (or rights to acquire such series of stock), then holders of Series A Voting Common Stock shall receive Series A Voting Common Stock (or rights to acquire such stock, as the case may be) and holders of Series B Non-voting Common Stock (or rights to acquire such stock, as the case may be). The holders of shares of Series A Voting Common Stock and the shares of Series B Non-voting Common Stock are entitled to the net assets of this corporation upon dissolution equally, identically and ratably, on a per share basis in accordance with the Florida Business Corporations Act.

(c) <u>Equal Status</u>. Except as otherwise expressly provided in these Articles or required by applicable law, shares of Series A Voting Common Stock and shares of Series B Non-voting Common Stock shall have the same rights and privileges and rank equally, shall share ratably in and be identical in all respects as to all matters, except that holders of shares of Series B Non-voting Common Stock shall have no right to vote on any matters with respect to which shareholders of this corporation shall be entitled to a vote, and only the holders of Series A Voting Common Stock shall exercise such voting rights.

# ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 Delaney Avenue, Suite 200, Orlando, FL 32801, and the name of the initial registered agent of this corporation at that address is **DANIEL FARMER**. The principal office or principal place of business of the corporation is 500 Delaney Avenue, Suite 200, Orlando, FL 32801.

### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increused or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors are as follows:

DANIEL FARMER	DEREK TRUMPP	ANDRES ROMERO
500 Delaney Avenue.	500 Delaney Avenue,	500 Delaney Avenue.
Suite 200.	Suite 200,	Suite 200,
Orlando, FL 32801	Orlando, FL 32801	Orlando, FL 32801

### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is as follows:

Danial Farmer

500 Delaney Avenue, Suite 200
Orlando, Florida 32801

### ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

If any two or more shareholders or subscribers to stock of the corporation shall enter into an agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate, or transfer on the books of the corporation, any or all of the stock of the corporation held by them, and if a copy of said agreement shall be filed with the corporation, all certificates of shares of stock subject to such abridgements, limitations, or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of such agreement or by-law, as the case may be.

### **ARTICLE IX - BYLAWS**

The Bylaws of this corporation may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors, as provided in the Bylaws, except that the Board of Directors may not amend or repeal any Bylaw that the shareholders have expressly provided, may not be amended or repealed by the Board of Directors. The shareholders may also alter, amend and repeal the Bylaws of this corporation or adopt new Bylaws; provided, however, that the affirmative vote of a majority of all the Series A Voting Common Stock shall be required for the shareholders of this corporation to alter, amend or repeal any provision of the Bylaws of this corporation or adopt new Bylaws.

### ARTICLE X - SAVINGS CLAUSE

If any provision of these Articles is declared by a court of competent jurisdiction to be invalid, unenforceable or contrary to applicable law, the remainder of these Articles shall be enforceable in accordance with their terms.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of November, 2023.

Daniel Farmer

# **ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of ROMERO, TRUMPP & FARMER ARCHITECTS, INC.

Daniel Farmer

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