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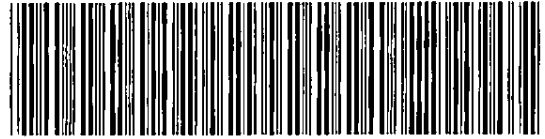
(Business Entity Name)

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**WRITTEN STATEMENT IN LIEU OF MEETING OF SHAREHOLDERS OF  
TROPICAL EXPRESSIONS, INC., a New Jersey corporation**

THE UNDERSIGNED, being all of the Shareholders of TROPICAL EXPRESSIONS, INC., a New Jersey corporation (the "Corporation"), hereby consents to and adopts the following resolutions, taking said action in lieu of a meeting pursuant to N.J.S. 14A:5-6 Action by shareholders without a meeting:

RESOLVED, the Corporation shall be domesticated and converted from its state of incorporation of New Jersey to the State of Florida, and domestication and conversion of the Corporation shall be effected by filing the following documentation (the "Documentation") with the Division of Revenue and Enterprise Services in the Department of the Treasury, and the Florida Department of State, Division of Corporations, the form and substance of which is hereby approved and adopted:

- a. Certificate of Conversion executed in accordance with N.J.S. 14A: 1-6
- b. Plan of Domestication in compliance with applicable law for converting entity
- c. Articles of Domestication by converting entity pursuant to Fla. Stat. § 607.11922
- d. Articles of Conversion by converting entity pursuant to Fla. Stat. § 607.11933
- e. Amended and Restated Articles of Incorporation under Florida law
- f. Amended and Restated Bylaws under Florida law

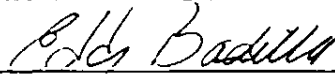
RESOLVED, Eddy Badilla, as President of the Corporation, is authorized to sign the Documentation on behalf of the Corporation and to take such further action and execute such further documents as reasonable to effect domestication of the Corporation.


RESOLVED, the name of the Corporation shall be TROPICAL EXPRESSIONS, INC., a Florida corporation, and the Directors of the Corporation shall be as stated in the Corporation's Amended and Restated Articles of Incorporation and Amended and Restated Bylaws.

RESOLVED, that all the lawful actions on behalf of the Corporation taken by the Directors and Officers of the Corporation since the date of incorporation of this Corporation and prior to the date hereof are hereby ratified, approved, and affirmed.

IN WITNESS WHEREOF, the undersigned hereby executes this written consent and adoption effective as of the date hereof.

**SHAREHOLDERS:**

  
\_\_\_\_\_  
Eddy Badilla  
Dated: 01/03/2024

  
\_\_\_\_\_  
Peter Maynard  
Dated: 01/03/2024

11-11-11

**WRITTEN STATEMENT IN LIEU OF MEETING OF DIRECTORS OF  
TROPICAL EXPRESSIONS, INC., a New Jersey corporation**

THE UNDERSIGNED, being the Directors of TROPICAL EXPRESSIONS, INC., a New Jersey corporation (the "Corporation"), hereby consents to and adopts the following resolutions, taking said action in lieu of a meeting pursuant to NJ Rev Stat § 14A:6-7.1:

RESOLVED, the Corporation shall be domesticated from its state of incorporation of New Jersey to the State of Florida, and domestication of the Corporation shall be effected by filing the following documentation (the "Domestication Documentation") with the Division of Revenue and Enterprise Services in the Department of the Treasury, and the Florida Department of State, Division of Corporations, the form and substance of which is hereby approved and adopted:

- a. Certificate of Conversion executed in accordance with N.J.S. 14A: 1-6
- b. Plan of Domestication in compliance with applicable law for converting entity
- c. Articles of Domestication by converting entity pursuant to Fla. Stat. § 607.11922
- d. Articles of Conversion by converting entity pursuant to Fla. Stat. § 607.11933
- e. Amended and Restated Articles of Incorporation under Florida law
- f. Amended and Restated Bylaws under Florida law


RESOLVED, Eddy Badilla, as President of the Corporation, is authorized to sign the Domestication Documentation on behalf of the Corporation and to take such further action and execute such further documents as reasonable to effect domestication of the Corporation.

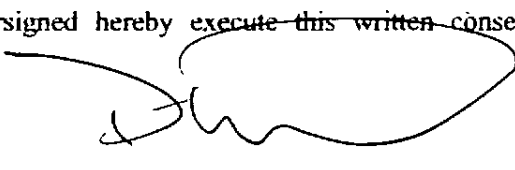
RESOLVED, the name of the Corporation shall be TROPICAL EXPRESSIONS, INC., a Florida corporation, and the Directors of the Corporation shall be as stated in the Corporation's Amended and Restated Articles of Incorporation and Amended and Restated Bylaws.

RESOLVED, the Board may take action without a meeting as permitted by NJ Rev Stat § 14A:6-7.1, and this resolution shall be filed with the minutes of the proceedings of the Board.

RESOLVED, all the lawful actions on behalf of the Corporation taken by the Directors and Officers of the Corporation since the date of incorporation of this Corporation and prior to the date hereof are hereby ratified, approved, and affirmed.

IN WITNESS WHEREOF, the undersigned hereby execute this written consent and adoption effective as of the date hereof.

  
\_\_\_\_\_  
Eddy Badilla, Director  
Dated: 01/03/2024

  
\_\_\_\_\_  
Peter Maynard, Director  
Dated: 01/03/2024

and  
adoption  
effective  
as of  
the date  
hereof.



**ARTICLES OF DOMESTICATION**  
**FOR**  
**TROPICAL EXPRESSIONS, INC. (New Jersey corporation)**  
**TO**  
**TROPICAL EXPRESSIONS, INC. (Florida corporation)**

The undersigned, being the President of TROPICAL EXPRESSIONS, INC., a New Jersey corporation, (the "Corporation"), hereby executes these Articles of Domestication in compliance with Fla. Stat. § 607.11922, and certifies as follows:

1. The name of the domesticating corporation and its jurisdiction of formation are:

Tropical Expressions, Inc., a New Jersey corporation formed in the jurisdiction of New Jersey

2. The name and jurisdiction of formation of the domesticated corporation are:

Tropical Expressions, Inc., a Florida corporation, formed in New Jersey and pursuant hereto to be domesticated to Florida

3. The Plan of Domestication for the Corporation's domestication from New Jersey to Florida was approved in accordance with the organic law of New Jersey.

4. The proposed Articles of Incorporation for the domesticated corporation that satisfy the requirements of Fla. Stat. § 607.0202 (with provisions that would not be required to be included in restated articles of incorporation permitted to be omitted) are as follows:

Amended and Restated Articles of Incorporation attached hereto as **Exhibit "A"**

5. These Articles of Domestication shall take effect on the effective date of the certificate of conversion filed with the State of New Jersey.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Domestication as of the date written below.

TROPICAL EXPRESSIONS, INC.,  
a New Jersey corporation

Eddy Badilla  
Eddy Badilla, President  
Dated: 01/03/2024

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**ARTICLES OF CONVERSION  
OF  
TROPICAL EXPRESSIONS, INC. (New Jersey corporation)  
TO  
TROPICAL EXPRESSIONS, INC. (Florida corporation)**

The undersigned, being the President of TROPICAL EXPRESSIONS, INC., a New Jersey corporation, (the "Corporation"), hereby executes this Certificate of Domestication of the Corporation in compliance with Florida Statutes Section 607.11933 and 607.0120, and hereby certifies as follows:

1. The name, jurisdiction of formation, and type of entity of the converting eligible entity:

Tropical Expressions, Inc., a New Jersey corporation, formed in the jurisdiction of New Jersey

2. The name, jurisdiction of formation, and type of entity of the converted eligible entity are:

Tropical Expressions, Inc., a Florida corporation, formed in New Jersey and domesticated to Florida pursuant hereto.

3. The conversion of the Corporation from a New Jersey corporation to a Florida corporation was approved by the Corporation in accordance its organic law.

4. The public organic record of the converted eligible entity is the Amended and Restated Articles of Incorporation attached hereto as **Exhibit "A."** The attached Amended and Restated Articles of Incorporation satisfy the requirements of Fla. Stat. § 607.0202 (provided that provisions that would not be required to be included in restated articles of incorporation are permitted to be omitted).

5. These Articles of Conversion shall take effect on the effective date of the Certificate of Conversion filed with the State of New Jersey.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of the date written below.

TROPICAL EXPRESSIONS, INC.,  
a New Jersey corporation

*Eddy Badilla*

Eddy Badilla, President

Dated: 01/03/2024

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TROPICAL EXPRESSIONS, INC.**

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is TROPICAL EXPRESSIONS, INC. The street address and mailing address of its initial principal office is 12435 Krome Avenue, Port Charlotte, FL 33981.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence or shall exist until dissolved by operation of law.

**ARTICLE III - PURPOSE**

This corporation is organized for the following purposes: the transaction of any or all lawful businesses for which corporation may be incorporated under Florida law.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue ONE HUNDRED (100) shares of common capital stock having no par value, all of which shall be fully paid and non-assessable. The corporation's Board of Directors in its sole discretion may provide that shares of one class of Stock may be issued as a share dividend in respect of share of another class of Stock in the event that multiple classes are created or issued.

**ARTICLE V - VOTING AND PREEMPTIVE RIGHTS**

Section 1. Common stock. The preferences of each share of common stock with respect to dividend payments and distributions of the Corporation's assets upon redemption and upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation shall be equal to the preferences of every other share of common stock from time to time outstanding in every respect. All economic rights, capital accounts, and rights to dividends or distributions of corporation property and rights conferred with respect to distributions (actual, constructive or otherwise), dividends or liquidation proceeds shall lie solely with the common capital stock.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.



**Section 3. Voting.**

A. **Definitions.** The following definitions shall apply:

i. "Holder" shall mean the Person who shall, from time to time, own of record, or beneficially, any Stock. The term "Holder" shall mean one of the Holders.

ii. "Person" shall mean an individual, a corporation, a partnership, a trust, an unincorporated organization or a government organization or an agency of political subdivision thereof.

B. **Voting Rights.** At all times, each Holder of common stock shall be entitled to one (1) vote for each share of common stock standing in such Holder's name on the books of the corporation.

C. **Quorum.** The presence at any meeting, in person or by proxy, of the Holders of record of a majority (or more if required by statute) of the voting power of all classes of Stock, treated for this purpose as one class, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of business of the Shareholders.

D. **Shareholder Voting – Generally.** Except as otherwise provided by statute, when otherwise provided by statute, when a quorum is present at any meeting of shareholders, the Holders of record of a majority (or more if required by statute) of the shares of common stock then issued and outstanding and entitled to vote, present in person or by proxy, shall decide any question brought before the shareholders meeting.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 12435 Krome Avenue, Port Charlotte, FL 33981, and the name of the initial registered agent of this corporation at that address is Peter Maynard.

**ARTICLE VII – INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors. The number of directors may be increased or decreased from time to time as set out in the bylaws of this corporation. The names and addresses of the directors at the time of these Amended and Restated Articles is as follows:

**DIRECTOR**

**ADDRESS**

Eddy Badilla  
Peter Maynard

2468 Rushmore St, North Port, FL 34288  
12435 Krome Ave, Port Charlotte, FL 33981

**ARTICLE VIII – INITIAL OFFICERS**

The names and post office addresses of the initial officers who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have been qualified, are as follows:

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Eddy Badilla	President	2468 Rushmore St North Port, FL 34288
Peter Maynard	Vice President, Treasurer, Secretary, Registered Agent	12435 Krome Ave Port Charlotte, FL 33981

**ARTICLE IX - INCORPORATOR**

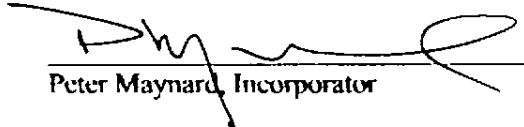
The names and addresses of the incorporators are as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
Eddy Badilla	2468 Rushmore St, North Port, FL 34288
Peter Maynard	12435 Krome Ave, Port Charlotte, FL 33981

**ARTICLE X - AMENDMENTS**

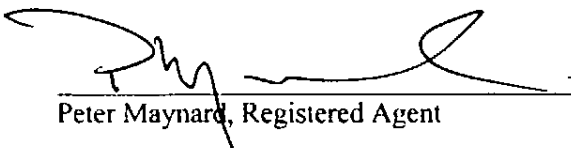
This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

  
\_\_\_\_\_  
Eddy Badilla, Incorporator

  
\_\_\_\_\_  
Peter Maynard, Incorporator

**ACCEPTANCE**

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 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, F.S.

  
\_\_\_\_\_  
Peter Maynard, Registered Agent

**AMENDED AND RESTATED BYLAWS  
OF  
TROPICAL EXPRESSIONS, INC.  
a Florida Corporation**

WHEREAS, the shareholders of TROPICAL EXPRESSIONS, INC., a Florida corporation, together own one hundred percent (100%) of the outstanding shares of capital stock of the Corporation in the following amounts (the "Shareholders"):

<u>Shareholder</u>	<u>Shares of Common Stock</u>
Eddy Badilla	<u>50</u>
Peter Maynard	<u>50</u>
Total Shares Issued and Outstanding:	100

WHEREAS, the Shareholders and the Directors of the corporation desire to amend and restate the Bylaws of the corporation as follows.

**ARTICLE I.  
SHAREHOLDERS**

**1.1 Annual Meeting.** A meeting of shareholders shall be held each year for the election of directors and for the transaction of any other business that may come before the meeting. The time and place of the meeting shall be designated by the board of directors.

**1.2 Special Meeting.** Special meetings of the shareholders, for any purpose or purposes, shall be held when directed by the president, or at the request of the holders of not less than one tenth of all outstanding shares of the corporation entitled to vote at the meeting.

**1.3 Place of Meeting.** The board of directors may designate any place, either within or without the state of Florida, as the place of meeting for any annual or special meeting of the shareholders. If no designation is made, the place of meeting shall be the principal office of the corporation.

**1.4 Action Without a Meeting.** Action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding shares of each voting group entitled to vote on it having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote were present and voted. To be effective, the action must be evidenced by one or more

written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes of each voting group entitled to vote, and delivered to the corporation at its principal office in Florida or its principal place of business, or to the corporate secretary or another officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. No written consent shall be effective to take corporate action unless, within 60 days of the date of the earliest dated consent delivered in the manner required by this section, written consents signed by the number of holders required to take action are delivered to the corporation.

Any written consent may be revoked before the date that the corporation receives the required number of consents to authorize the proposed action. No revocation is effective unless in writing and until received by the corporation at its principal office or its principal place of business, or received by the corporate secretary or other officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded.

Within 10 days after obtaining authorization by written consent, notice must be given to those shareholders who have not consented in writing or who are not entitled to vote on the action. The notice shall fairly summarize the material features of the authorized action and, if the action is one for which dissenters' rights are provided under the articles of incorporation or by law, the notice shall contain a clear statement of the right of dissenting shareholders to be paid the fair value of their shares on compliance with applicable law.

A consent signed as required by this section has the effect of a meeting vote and may be described as such in any document.

Whenever action is taken as provided in this section, the written consent of the shareholders consenting or the written reports of inspectors appointed to tabulate such consents shall be filed with the minutes of proceedings of shareholders.

**1.5 Notice of Meeting.** Except as provided in F.S. Chapter 607, the Florida Business Corporation Act, written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 60 days before the date of the meeting, either personally or by first-class mail, by, or at the direction of, the president or the secretary, or the officer or other persons calling the meeting, to each shareholder of record entitled to vote at the meeting. If the notice is mailed at least 30 days before the date of the meeting, it may be effected by a class of United States mail other than first-class. If mailed, the notice shall be effective when mailed, if mailed postage prepaid and correctly addressed to the shareholder's address shown in the current record of shareholders of the corporation.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however,

after the adjournment the board of directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in this section to each shareholder of record on the new record date entitled to vote at such meeting.

**1.6 Waiver of Notice of Meeting.** Whenever any notice is required to be given to any shareholder, a waiver in writing signed by the person or persons entitled to such notice, whether signed before, during, or after the time of the meeting and delivered to the corporation for inclusion in the minutes or filing with the corporate records, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of (a) lack of or defective notice of the meeting, unless the person objects at the beginning of the meeting to the holding of the meeting or the transacting of any business at the meeting, or (b) lack of defective notice of a particular matter at a meeting that is not within the purpose or purposes described in the meeting notice, unless the person objects to considering the matter when it is presented.

**1.7 Fixing of Record Date.** In order that the corporation may determine the shareholders entitled to notice of, or to vote at, any meeting of shareholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or to demand a special meeting, the board of directors may fix, in advance, a record date, not more than 70 days before the date of the meeting or any other action. A determination of shareholders of record entitled to notice of, or to vote at, a meeting of shareholders shall apply to any adjournment of the meeting unless the board fixes a new record date, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

If no prior action is required by the board, the record date for determining shareholders entitled to take action without a meeting is the date the first signed written consent is delivered to the corporation under Section 1.4 of these bylaws.

**1.8 Shareholders' List.** After fixing a record date for a meeting of shareholders, the corporation shall prepare an alphabetical list of the names of all its shareholders entitled to notice of the meeting, arranged by voting group with the address of, and the number, class, and series, if any, of shares held by, each shareholder. The shareholders' list must be available for inspection by any shareholder for 10 days before the meeting or such shorter time as exists between the record date and the meeting and continuing through the meeting at the corporation's principal office, at a place identified in the meeting notice in the city where the meeting will be held, or at the office of the corporation's transfer agent or registrar. Any shareholder of the corporation or the shareholder's agent or attorney is entitled on written demand to inspect the shareholders' list (subject to the requirements of F.S. 607.1602(3)) during regular business hours and at the shareholder's expense, during the period it is available for inspection.

The corporation shall make the shareholders' list available at the meeting of shareholders, and any shareholder or the shareholder's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

**1.9 Voting.** Except as otherwise provided in the articles of incorporation or by

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statute, each Holder of common capital stock shall be entitled to one (1) vote for each share of common capital stock standing in such Holder's name on the books of the corporation. The aggregate number of total shares authorized to be issued by the corporation is Ten Thousand (10,000). There shall be no par value for each share. Par value shall have no effect on the corporation's capital structure. Except as expressly limited by the Florida Business Corporation Act, Chapter 607, Florida Statutes, (the "Act").

**1.9.1 Economic Rights.** All economic rights, capital accounts, and rights to dividends or distributions of corporation property and rights conferred with respect to distributions (actual, constructive or otherwise), dividends or liquidation proceeds shall lie solely with the common capital stock. Except as otherwise provided herein, all distributions (whether profits, losses, cash available for distribution, or other items or distributions) shall be allocated among the holders of common capital stock according to such holder's percentage interest of the total issued and outstanding common capital stock.

**1.9.2 Voting Rights.** All voting rights shall lie solely with the common capital stock.

**1.9.3 Rights, Preferences, and Powers of Holders.** The holders of common capital stock of the corporation shall have the following rights and powers:

**1.9.3.1** The right to vote on each matter submitted to a vote at a meeting of the Shareholders, including, but not limited to, the right to elect the directors of the corporation.

**1.9.3.2** All rights and powers reserved and given to holders of common capital stock by the provisions of the Act, as amended from time to time, and by the Articles of Incorporation of the corporation, as amended from time to time, generally including:

(a) It shall require that the affirmative vote of a majority of the total outstanding shares of capital voting stock to approve a plan of merger, consolidation or exchange.

(b) It shall require the affirmative vote of a majority of the total outstanding shares of common capital stock to approve a sale, lease, exchange or other disposition of all, or substantially all, of the assets of the corporation when not in the usual and regular course of business.

(c) It shall require the affirmative vote of a majority of the total outstanding shares of common capital stock to approve a resolution voluntarily dissolving the corporation or revoking voluntary dissolution proceedings.

(d) It shall require the affirmative vote of a majority of the total outstanding shares of common capital stock to amend the Articles of incorporation.

(e) It shall require the affirmative vote of a majority of the total outstanding shares of common capital stock to alter, amend, change or repeal any provision

contained in this Section.

(f) It shall require the affirmative vote of a majority of the outstanding shares of common capital stock to issue additional shares of common capital stock or non-common capital stock as provided by the Articles of Incorporation.

(g) It shall require the affirmative vote of a majority of the outstanding shares of common capital stock to effect any stock split or stock dividend which shall, in all cases, be pro rata.

(h) It shall require the affirmative vote of a majority of the outstanding shares of common capital stock to approve total compensation, including salary, bonuses, and director fees, paid Officers and directors.

(i) It shall require the affirmative vote of a majority of the outstanding shares of common capital stock to authorize any new borrowing or renewal of borrowing by the corporation.

(j) It shall require the affirmative vote of a majority of the outstanding shares of common capital stock to purchase or sell an asset or assets of the corporation; provided, that sales of all or substantially all of the consolidated assets of the corporation shall require a unanimous affirmative vote of the outstanding shares of common capital stock.

**1.9.4 Consideration and Payment.** The capital stock may be issued for such consideration as may be fixed from time to time by the board of directors; provided, however, that the consideration may not be less than the par value of any of such stock having a par value. Payment of such consideration may be made, in whole or in part, in (a) cash, securities or other property of any description, or any interest therein, or (b) labor or services actually performed for the corporation. No certificate shall be issued for any shares until such shares are fully paid.

**1.9.5 Certificates Representing Shares.** Each holder of the capital stock of the corporation shall be entitled to a certificate signed by the President or Vice President and the Secretary or an Assistant Secretary. Upon each such certificate shall appear such legend or legends as may be required by law or by any contract or agreement to which the corporation is a party. No certificate shall be valid without such signatures and legends as are required hereby.

**1.9.6 Lost Certificates.** Whenever a person shall request the issuance of a certificate of stock to replace a certificate alleged to have been lost by theft, destruction or otherwise, the board of directors shall require that such person make an affidavit to the fact of such loss before the board of directors shall authorize the requested issuance. Before issuing a new certificate, the board of directors may also require a bond of indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost.

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**1.9.7 Transfer of stock.** The corporation or its transfer agent shall register a transfer of a stock certificate, issue a new certificate and cancel the old certificate upon presentation for transfer of a stock certificate duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer if there has been compliance with any applicable tax law relating to the collection of taxes and after the corporation or its agent has discharged any duty to inquire into any adverse claims of which the corporation or agent has notice. Notwithstanding the foregoing, no such transfer shall be affected by the corporation or its transfer agent if such transfer is prohibited by law, by the Articles of Incorporation or a Bylaw of the corporation or by any contract or agreement to which the corporation is a party.

**1.10 Voting of Shares.** Shares standing in the name of another corporation, domestic or foreign, may be voted by the officer, agent, or proxy designated by the bylaws of the corporate shareholder or, in the absence of any applicable bylaw, by a person or persons designated by the board of directors of the corporate shareholder. In the absence of any such designation or, in case of conflicting designation by the corporate shareholder, the chair of the board, the president, any vice president, the secretary, and the treasurer of the corporate shareholder, in that order, shall be presumed to be fully authorized to vote the shares.

Shares held by an administrator, executor, guardian, personal representative, or conservator may be voted by him or her, either in person or by proxy, without a transfer of such shares into his or her name. Shares standing in the name of a trustee may be voted by the trustee, either in person or by proxy, but no trustee shall be entitled to vote shares held by him or her without a transfer of such shares into his or her name or the name of his or her nominee.

Shares held by, or under the control of, a receiver, a trustee in bankruptcy proceedings, or an assignee for the benefit of creditors may be voted by such person without the transfer into his or her name.

If shares stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety, or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the secretary of the corporation is given notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, then acts with respect to voting shall have the following effect: (a) if only one of the persons votes, in person or by proxy, that act binds all; (b) if more than one votes, in person or by proxy, the act of the majority so voting binds all; (c) if more than one votes, in person or by proxy, but the vote is evenly split on any particular matter, each faction is entitled to vote the share or shares in question proportionally; or (d) if the instrument or order so filed shows that any such tenancy is held in unequal interest, a majority or a vote evenly split for purposes hereof shall be a majority or a vote evenly split in interest. The principles of this paragraph shall apply, as far as possible, to execution of proxies, waivers, consents, or objections and for the purpose of ascertaining the presence of a quorum.

**1.11 Proxies.** Any shareholder of the corporation, other person entitled to vote on behalf of a shareholder under F.S. 607.0721, or attorney-in-fact for such persons, may vote the

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shareholder's shares in person or by proxy. Any shareholder may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by an attorney-in-fact. An executed telegram or cablegram appearing to have been transmitted by such person, or a photographic, photostatic, or equivalent reproduction of an appointment form, shall be deemed a sufficient appointment form.

An appointment of a proxy is effective when received by the secretary of the corporation or such other officer or agent authorized to tabulate votes, and shall be valid for up to 11 months, unless a longer period is expressly provided in the appointment form.

The death or incapacity of the shareholder appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment.

An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest.

**1.12 Quorum.** Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. Except as otherwise provided in the articles of incorporation or by law, a majority of the shares entitled to vote on the matter by each voting group, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

**1.13 Effect of Action.** If a quorum is present, action on a matter (other than the election of directors) by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless a greater or lesser number of affirmative votes is required by the articles of incorporation or by law.

**1.14 Voting for Directors.** Directors will be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

**ARTICLE II.**  
**BOARD OF DIRECTORS**

**2.1 General Powers.** Except as provided in the articles of incorporation and by law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, its board of directors.

**2.2 Number, Terms, Classification, and Qualification.** The board of directors of the

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corporation shall consist of one (1) person. The number of directors may at any time and from time to time be increased or decreased by action of either the shareholders or the board of directors, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. A director must be a natural person of at least 18 years of age, but need not be a citizen of the United States of America, a resident of Florida, or a shareholder of the corporation. Each director shall hold office until a successor has been elected and qualified or until an earlier resignation, removal from office, or death.

**2.3 Regular Meetings.** An annual regular meeting of the board of directors shall be held without notice immediately after, and at the same place as, the annual meeting of the shareholders and at such other time and place as may be determined by the board of directors. The board may, at any time and from time to time, provide by resolution the time and place, either within or without the state of Florida, for the holding of the annual regular meeting or additional regular meeting of the board without other notice than the resolution.

**2.4 Special Meetings.** Special meetings of the board of directors may be called by the chair of the board, the president, or any two directors.

The person or persons authorized to call special meetings of the board may designate any place, either within or without the state of Florida, as the place for holding any special meeting of the board called by them. If no designation is made, the place of the meeting shall be the principal office of the corporation in Florida.

Notice of any special meeting of the board may be given by any reasonable means, oral or written, and at any reasonable time before the meeting. The reasonableness of notice given in connection with any special meeting of the board shall be determined in light of all pertinent circumstances. It shall be presumed that notice of any special meeting given at least two days before the meeting either orally (by telephone or in person), or by written notice delivered personally or mailed to each director at his or her business or residence address, is reasonable. If mailed, the notice of any special meeting shall be deemed to be delivered on the second day after it is deposited in the United States mail, so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. Neither the business to be transacted at, nor the purpose or purposes of, any special meeting need be specified in the notice or in any written waiver of notice of the meeting.

**2.5 Waiver of Notice of Meeting.** Notice of a meeting of the board of directors need not be given to any director who signs a written waiver of notice before, during, or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of the meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, and the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly on arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

**2.6 Quorum.** A majority of the number of directors fixed by, or in the manner provided

in, these bylaws shall constitute a quorum for the transaction of business; provided, however, that whenever, for any reason, a vacancy occurs in the board of directors, a quorum shall consist of a majority of the remaining directors until the vacancy has been filled.

**2.7 Effect of Action.** The act of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the board of directors.

**2.8 Presumption of Assent.** A director of the corporation who is present at a meeting of the board of directors or a committee of the board when corporate action is taken shall be presumed to have assented to the action taken, unless he or she objects at the beginning of the meeting, or promptly on arrival, to holding the meeting or transacting specific business at the meeting, or he or she votes against or abstains from the action taken.

**2.9 Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the board of directors or a committee of it may be taken without a meeting if a consent in writing, stating the action so taken, is signed by all the directors. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section shall have the effect of a meeting vote and may be described as such in any document.

**2.10 Meetings by Means of Conference Telephone Call or Similar Electronic Equipment.** Members of the board of directors may participate in a meeting of the board by means of a conference telephone call or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

**2.11 Resignation.** Any director may resign at any time by giving written notice to the corporation, the board of directors, or its chair. The resignation of any director shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the board may fill the pending vacancy before the effective date if it provides that the successor does not take office until the effective date.

**2.12 Removal.** Any director, or the entire board of directors, may be removed at any time, with or without cause, by action of the shareholders. If a director was elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove that director. The notice of the meeting at which a vote is taken to remove a director must state that the purpose or one of the purposes of the meeting is the removal of the director or directors.

**2.13 Vacancies.** Any vacancy in the board of directors, including any vacancy created by an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors although less than a quorum of the board of directors, or by the shareholders.

**2.14 Compensation.** Each director may be paid the expenses, if any, of attendance at

each meeting of the board of directors, and may be paid a stated salary as a director or a fixed sum for attendance at each meeting of the board of directors or both, as may from time to time be determined by action of the board of directors. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation for those services.

**ARTICLE III.**  
**COMMITTEES OF THE BOARD OF DIRECTORS**

The board of directors, by resolution adopted by a majority of the full board, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution, shall have and may exercise all the authority of the board of directors, except as prohibited by F.S. 607.0825(1).

Each committee must have two or more members who serve at the pleasure of the board. The board of directors, by resolution adopted in accordance with this article, may designate one or more directors as alternate members of any committee, who may act in the place and stead of any absent member or members at any meeting of the committee.

**ARTICLE IV.**  
**OFFICERS**

**4.1. Officers.** The officers of the corporation shall be a president, a secretary, a treasurer, and any other officers and assistant officers as may be deemed necessary, and as shall be approved, by the board of directors. Any two or more offices may be held by the same person.

**4.2. Appointment and Term of Office.** The officers of the corporation shall be appointed annually by the board of directors at the first meeting of the board held after the shareholders' annual meeting. If the appointment of officers does not occur at this meeting, the appointment shall occur as soon thereafter as practicable. Each officer shall hold office until a successor has been duly appointed and qualified, or until an earlier resignation, removal from office, or death.

**4.3. Resignation.** Any officer of the corporation may resign from his or her respective office or position by delivering notice to the corporation. The resignation is effective when delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

**4.4. Removal.** Any officer of the corporation may be removed from his or her respective office or position at any time, with or without cause, by the board of directors.

**4.5. President.** The president shall be the chief executive officer of the corporation and

shall, subject to the control of the board of directors, generally supervise and control all of the business and affairs of the corporation, and preside at all meetings of the shareholders, the board of directors, and all committees of the board of directors on which he or she may serve. In addition, the president shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the board of directors, and as are incident to the offices of president and chief executive officer.

**4.6. Vice Presidents.** Each vice president shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the board of directors.

**4.7. Secretary.** The secretary shall keep the minutes of the proceedings of the shareholders and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and the seal of the corporation; and keep a register of the post office address of each shareholder of the corporation. In addition, the secretary shall possess, and may exercise, such power and authority, and shall perform the duties, as may from time to time be assigned to him or her by the board of directors and as are incident to the office of secretary.

**4.8. Treasurer.** The treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever; and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as shall be used by the corporation. In addition, the treasurer shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the board of directors and as are incident to the office of treasurer.

**4.9. Other Officers, Employees, and Agents.** Each and every other officer, employee, and agent of the corporation shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the board of directors, the officer appointing him or her, and the officer or officers who may from time to time be designated by the board to exercise supervisory authority.

**4.10. Compensation.** The compensation of the officers of the corporation shall be fixed from time to time by the board of directors.

## ARTICLE V. CERTIFICATES OF STOCK

**5.1. Certificates for Shares.** The board of directors shall determine whether shares of the corporation shall be uncertificated or certificated. If certificated shares are issued, certificates representing shares in the corporation shall be signed (either manually or by facsimile) by the president or vice president and the secretary or an assistant secretary and may be sealed with the seal of the corporation or a facsimile thereof. A certificate that has been signed by an officer or

officers who later cease to hold such office shall be valid.

**5.2. Transfer of Shares; Ownership of Shares.** Transfers of shares of stock of the corporation shall be made only on the stock transfer books of the corporation, and only after the surrender to the corporation of the certificates representing such shares. Except as provided by F.S. 607.0721, the person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes, and the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such shares on the part of any other person, whether or not it shall have express or other notice thereof.

**5.3. Lost Certificates.** The corporation shall issue a new stock certificate in the place of any certificate previously issued if the holder of record of the certificate (a) makes proof in affidavit form that the certificate has been lost, destroyed, or wrongfully taken; (b) requests the issuance of a new certificate before the corporation has notice that the lost, destroyed, or wrongfully taken certificate has been acquired by a purchaser for value in good faith and without notice of any adverse claim; (c) at the discretion of the board of directors, gives bond in such form and amount as the corporation may direct, to indemnify the corporation, the transfer agent, and the registrar against any claim that may be made on account of the alleged loss, destruction, or theft of a certificate; and (d) satisfies any other reasonable requirements imposed by the corporation.

## ARTICLE VI. DIVIDENDS AND RESERVES

**6.1. Dividends.** Except as otherwise provided by law and subject to any limitations or conditions contained in the Articles of Incorporation, dividends may be declared by a resolution duly adopted by the board of directors and may be paid in cash, property or in shares of the capital stock of the Corporation.

**6.2. Reserves.** Before payment of any dividend, the board of directors may set aside out of any funds available for dividends such sum or sums as the board, in its absolute discretion, may determine as a reserve or reserves to meet contingencies, to equalize dividends, to repair or maintain property or to serve other purposes conducive to the interests of the Corporation, and the directors may modify or abolish any such reserve in the same manner.

## ARTICLE VII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

**7.1. Indemnification With Respect to Third Party Actions.** The corporation shall indemnify any person made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his capacity of director, officer, employee or agent of the corporation, or of any other corporation, partnership, joint venture, trust, profit sharing plan, or other enterprise which he served at the request of the corporation in such capacity, against

judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceedings, or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation (or such other corporations, partnership, joint venture, trust, profit sharing plan or other enterprise which he may have been serving), and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director, officer, employee or agent did not act in good faith in the reasonable belief that such action was in the best interests of the corporation (or such other corporation, partnership, joint venture, trust, profit sharing plan or other enterprise which he may have been serving) or that he had reasonable grounds for belief that such action was unlawful.

**7.2. Indemnification With Respect to Actions by or in the Right of the Corporation.** The corporation shall indemnify any person made a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director, officer, employee or agent of the corporation, or of any other corporation, partnership, joint venture, trust, profit sharing plan, or other enterprise which he served at the request of the corporation in such capacity, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action is in the best interests of the corporation (or such other corporation, partnership, joint venture, trust, profit sharing plan or other enterprise which he may have been serving). Such person shall not be entitled to indemnification in relation to matters as to which such person have been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

**7.3. Determination of Right to Indemnification.** A determination shall be made by either (1) the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding, or (3) if the corporation has a board of directors consisting of only one member or a single shareholder, then by the consent of that single director or single shareholder, or (4) if all shareholders or all directors are parties to such action, suit or proceeding, then by a majority vote of all directors or shareholders, that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 or 2, unless indemnification is ordered by the tribunal before which such action, suit or proceeding is held.

**7.4. Payment of Expenses in Advance of Disposition of Action.** Expenses incurred in defending any actual or threatened action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

**7.5. Indemnification Provided in this Article "Nonexclusive".** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw, agreement, vote of shareholders or disinterested directors or otherwise both as to action in such person's 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, officer, employee or agent of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

**7.6. Savings Clause.** In the event any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article.

**ARTICLE VIII.**  
**SPECIAL CORPORATE ACTS**

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the corporation; all deeds, mortgages and other written contracts and agreements to which the corporation shall be a party; and all assignments or endorsements of stock certificates, registered bonds or other securities owned by the corporation shall be signed by the president, and, if required by law, attested by the secretary or an assistant secretary, unless otherwise directed by the board of directors or otherwise required by law.

**ARTICLE IX.**  
**ACTIONS WITH RESPECT TO SECURITIES**  
**OF OTHER CORPORATIONS**

Unless otherwise directed by the board of directors, the president or a designee of the president shall have power to vote and otherwise act on behalf of the corporation, in person or by proxy, at any meeting of shareholders of, or with respect to any action of shareholders of, any other corporation in which this corporation may hold securities and to otherwise exercise any and all rights and powers that the corporation may possess by reason of its ownership of securities in other corporations.

**ARTICLE X.**  
**AMENDMENTS**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by

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action of the board of directors, unless the shareholders, in amending or repealing the bylaws generally or a particular bylaw provision, provide expressly that the board may not amend or repeal the bylaws or that bylaw provision. The shareholders of the corporation may alter, amend, or repeal these bylaws or adopt new bylaws even though these bylaws also may be amended or repealed by the board of directors.

**ARTICLE XI.**  
**CORPORATE SEAL**

The board of directors may provide for a corporate seal that shall be circular and shall have the name of the corporation, the year of its incorporation, and the state of incorporation inscribed on it.

I HEREBY CERTIFY that the foregoing is a true and correct copy of the Bylaws of Tropical Expressions, Inc., a Florida corporation.

Dated this 3<sup>RD</sup> day of JANUARY 2024.

**TROPICAL EXPRESSIONS, INC.,**  
**a Florida corporation**

By: Eddy Bádilla  
Eddy Bádilla, President

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