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FILED  
2018 FEB 16 P 2 19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 19 2018  
T. LEAHEUX

*M. Nestor*

**THIRD AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BASS UNDERWRITERS, INC.**

**FILED**

**2018 FEB 16 P 2 19**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

WHEREAS, the Articles of Incorporation of **BASS UNDERWRITERS, INC.** (the "Corporation") were filed with the Florida Department of State on August 10, 1994 and Restated Articles of Incorporation were filed with the Florida Department of State on October 2, 2006 and October 17, 2006; and

WHEREAS, it is the intention of the Board of Directors and Shareholders of the Corporation that the Articles of Incorporation of the Corporation be amended and restated, effective on the date of filing of these Third Amended and Restated Articles with the Secretary of State; and

WHEREAS, these proposed Third Amended and Restated Articles of Incorporation of the Corporation as hereinafter set forth were approved by unanimous written consent of the Board of Directors and Shareholders on February 14, 2018, pursuant to the provisions of Sections 607.1003, 607.10025, 607.1007, 607.0601, 607.0704, and 607.0821 of the Florida Business Corporation Act as of the 14 day of February, 2018.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended and restated, as follows:

**ARTICLE I**

**Name**

The name of this corporation is **BASS UNDERWRITERS, INC.** The principal place of business of the corporation is 6951 W. Sunrise Blvd., Plantation, Florida 33313. The mailing address of the corporation is 6951 W. Sunrise Blvd., Plantation, Florida 33313, Attention: Legal Department.

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Division of Corporations for the State of Florida and shall have perpetual existence.

**ARTICLE III**

**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

#### **ARTICLE IV**

##### **Capital Stock**

(a) This corporation is authorized to issue one class of common stock that will consist of two (2) series that will be voting and non-voting shares. The total number of shares of capital stock authorized to be issued by the corporation shall be One Hundred Thousand (100,000) shares of common stock consisting of Ten Thousand (10,000) Series I Voting shares and Ninety Thousand (90,000) Series II Non-Voting shares having a par value of \$1.00 per share. All of the common stock shall be entitled to the same rights except that the Series II Non-Voting shares will not have the right to vote on any matter. The holders of Non-Voting Series II common Stock, as such, shall have no voting power and shall not be entitled to vote on any matter except as otherwise require by law or as otherwise expressly provided for herein. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable. Except as otherwise provided herein, Non-Voting Common Stock shall in all other respects carry the same rights and privileges as Voting common Stock (including in respect of dividends and in respect of distributions upon any dissolution, liquidation or winding up of the Corporation) and be treated the same as Voting Common Stock (including in any merger, consolidation, share exchange, reclassification or other similar transaction; provided that, if the Corporation shall in any manner split, subdivide or combine (including by way of a dividend payable in shares of Voting Series I Common Stock or Series II Non-Voting Common Stock) the outstanding shares of Voting Common Stock or Non-Voting Common Stock, the outstanding shares of the other such class of stock shall likewise be split, subdivided or combined in the same manner proportionately and o the same basis per share, and provided further, no dividend payable in Voting Common Stock shall be declared on the Non-Voting Common Stock and no dividend payable in Non-Voting Common Stock shall be declared on the Voting Common Stock, but instead, in the case of a stock dividend, each class of Common Stock shall receive such dividends of like stock. Notwithstanding the foregoing, and I addition to any other vote required by law, the affirmative vote of a majority of the outstanding shares of Voting Stock. Non-Voting Common Stock, voting separately as a class, shall be required to amend, alter or repeal (including by merger, consolidation or otherwise) any provision of these Articles of Incorporation that significantly and adversely affects the powers, preferences or rights of the Non-Voting Common Stock contained herein.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) This Amendment to the Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division or combination exceeding the percentage of authorized shares that were unissued before the division or combination.

(d) The owners of Series I shares shall be issued Nine (9) Series II shares for every one (1) Series I share owned.

Agreement or the transactions contemplated by this Agreement, for and against all reasonable out of pocket expenses, including legal fees and expenses, incurred by such prevailing party by reason of the enforcement and protection of its rights under this Agreement. The payment of such expenses is in addition to any other relief to which such other party may be entitled.

8.6 Notices. All notices, consents, waivers and other communications under this Agreement must be in writing and will be deemed to have been duly given when (a) delivered by hand (with written confirmation of receipt), (b) sent by telecopier (with written confirmation of receipt), provided that a copy is mailed by registered mail, return receipt requested, or (c) when received by the addressee, if sent by a nationally recognized overnight delivery service (receipt requested), in each case to the appropriate addresses and telecopier numbers set forth below (or to such other addresses and telecopier numbers as a party may designate by notice to the other parties):

If to the Company, to:

Bass Underwriters, Inc.  
6951 W. Sunrise Blvd.  
Plantation, FL 33313  
Attn: Joseph W. Anderton  
Telephone: (954) 473-4488  
Telecopier: (954) 316-3130

With a copy to:

Broad and Cassel ~~Matthew E. Morrall, P.A.~~  
~~2-South-Biscayne-Boulevard~~  
~~Miami~~ Fort Lauderdale, Florida 33311  
~~Attn: Ronald-Albert, Jr., P.A.~~  
Telephone: ~~305-373-9400~~ 954-563-4005  
Telecopier: ~~305-373-9443~~ 954-566-7754  
Email: Morrall@MattMorrall.com

James P. Gainey, Esq.  
6951 W. Sunrise Blvd.  
Plantation, Florida 33313  
Telephone: \_\_\_\_\_  
Telecopier: \_\_\_\_\_  
Email: \_\_\_\_\_

If to Anderton, to:

Joseph W. Anderton  
6951 W. Sunrise Blvd.  
Plantation, FL 33313  
Telephone: (954) 473-4488  
Telecopier: (954) 316-3130  
Email: \_\_\_\_\_

If to Hermanns, to:

Richard F. Hermanns  
3633 Bayshore Blvd. NE  
St. Petersburg, FL 33703  
Telephone: (970) 988-9895  
Email: \_\_\_\_\_

**ARTICLE V**  
**Registered Office and Registered Agent**

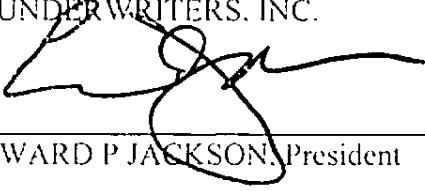
The street address of the corporation's registered office is 6951 W. Sunrise Blvd., Plantation, Florida 33313, and the name of the corporation's registered agent is James P. Gainey. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

**ARTICLE VI**  
**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Third Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, these Third Amended and Restated Articles of Incorporation are hereby executed on behalf of the Corporation by its President this \_\_\_\_ day of February, 2018.

BASS UNDERWRITERS, INC.

By:   
EDWARD P JACKSON, President