

PA7000105736

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
GRIFFIN PARTNERS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	00K 04
Estimated Charge	\$43.75

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GRIFFIN PARTNERS, INC.**

Griffin Partners, Inc., (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

- A. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on December 16, 1997 as Document Number P97000105736.
- B. The Amended and Restated Articles of Incorporation were filed with the Secretary of State of the State of Florida on September 22, 2005.
- C. These Second Amended and Restated Articles of Incorporation were duly approved on November 20, 2020 by unanimous written consent of the Board of Directors and the Shareholders.
- D. The Amended Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

1. NAME. The name of this corporation (the "Corporation") and the principal and mailing addresses of the Corporation are:

NAME: **GRIFFIN PARTNERS, INC.**

PRINCIPAL ADDRESS: **3300 North 29th Avenue, Suite 101
Hollywood, Florida 33020**

MAILING ADDRESS: **3300 North 29th Avenue, Suite 101
Hollywood, Florida 33020**

2. PURPOSE. This corporation is organized for the following purposes:

- a. To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate; buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company or any other firm or corporation.
- b. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, lease, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

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c. The transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

3. CAPITAL STOCK. This Corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.
4. DURATION. This Corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.
5. BUSINESS OFFICE AND REGISTERED AGENT. The mailing address of the business office of this Corporation is: **3300 North 29th Avenue, Suite 101, Hollywood, Florida 33020** and the name of the registered agent of this Corporation is **BENNETT L. DAVID, III, 3300 North 29th Avenue, Suite 101, Hollywood, Florida 33020.**
6. BOARD OF DIRECTORS AND OFFICERS. This Corporation shall have TWO (2) directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the directors of this Corporation are:

BENNETT L. DAVID, III
3300 North 29th Avenue
Suite 101
Hollywood, Florida 33020

RALPH ZASTENIK
3300 North 29th Avenue
Suite 101
Hollywood, Florida 33020

The officers of the Corporation are:

President: BENNETT L. DAVID, III

Vice President: RALPH ZASTENIK
And Secretary

7. INDEMNIFICATION. Subject to the restriction below, the Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.
8. CERTAIN ACTIONS REQUIRING UNANIMOUS VOTE. The unanimous vote of the Corporation's shareholders shall be required in order to take any of the following actions on behalf of the Corporation:
 - a. Filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy.

- b. Seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or Partnership or a substantial portion of their properties.
 - c. Making any assignment for the benefit of the Corporation's creditors
 - d. Take any action that might cause the Corporation to become insolvent.
10. BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.
11. AMENDMENTS. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Second Amended and Restated Articles of Incorporation of Griffin Partners, Inc. are signed by BENNETT L. DAVID, III, its President, this 21st day of December __, 2020.

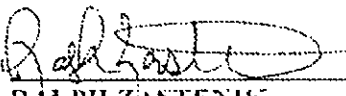


BENNETT L. DAVID, III

The undersigned shareholders and directors consent to these Second Amended and Restated Articles of Incorporation of Griffin Partners, Inc.



BENNETT L. DAVID, III



RALPH ZASTENIK

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That **GRIFFIN PARTNERS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Hollywood, County of Broward, State of Florida, has named **BENNETT L. DAVID, III, 3300 North 29th Avenue, Suite 101, Hollywood, Florida 33020**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT OF DESIGNATED AGENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



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BENNETT L. DAVID, III