

P98000019191

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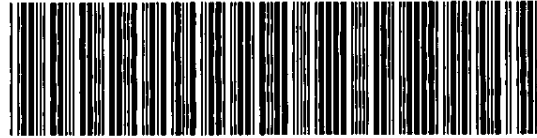
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Amentment

1. F & L Leasing Inc. / Ace Hardware of Gulf Breeze, Inc.  
(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL  
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16 NOV - 9 PM 3:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
F & L LEASING INC.  
A FLORIDA CORPORATION**

**NKA**

**ACE HARDWARE OF GULF BREEZE, INC.  
A FLORIDA CORPORATION**

Pursuant to the provisions of Chapter 607, Florida Statutes, as amended, the undersigned Florida corporation, F & L Leasing Inc., adopts the following Amended and Restated Articles of Incorporation. This Corporation's Articles of Incorporation were filed on February 27, 1998; Document Number P98000019191.

**ARTICLE I - NAME**

The name of this corporation shall become:

**Ace Hardware of Gulf Breeze, Inc.**

(hereinafter referred to as the "Corporation")

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business of the Corporation is:

1131 Gulf Breeze Parkway  
Gulf Breeze, FL 32561

The mailing address of the Corporation is:

1131 Gulf Breeze Parkway  
Gulf Breeze, FL 32561

#### ARTICLE III - DURATION

This Corporation commenced its corporate existence on February 27, 1998. This Corporation shall exist perpetually.

#### ARTICLE IV - PURPOSE

This Corporation is organized for the following purposes:

- (a) To operate a retail hardware store; and
- (b) The transaction of any and all other lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Section 607.0302, Florida Statutes, et sequitur, as amended, and the doing of all lawful things related thereto.

#### ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares with a par value of One and NO/100 Dollars (\$1.00) per share. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the Corporate Minute Book and a similar legend on the subject

certificate(s). The shares of stock may be issued for such consideration as determined from time to time by the Board of Directors. Said consideration is to be paid in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation.

#### ARTICLE VI - REGISTERED AGENT AND OFFICE

The name of the registered agent and the street address of the registered agent of this Corporation shall become:

Michael W. Roberts  
1131 Gulf Breeze Parkway  
Gulf Breeze, FL 32561

#### ARTICLE VII - BOARD OF DIRECTORS

The number of Directors may be either increased or decreased from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Any and all powers and duties conferred to or imposed upon the Board of Directors, shall be by a resolution of the Shareholders and/or contained within the duly adopted Bylaws of the Corporation.

The names and addresses of the Directors are as follows:

Michael W. Roberts  
1131 Gulf Breeze Parkway  
Gulf Breeze, FL 32561

Jennifer M. Roberts  
1131 Gulf Breeze Parkway  
Gulf Breeze, FL 32561

#### ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The Shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

#### ARTICLES IX - INDEMNIFICATION

The Corporation may indemnify any present or former Officer, Director, or person exercising the powers and duties of an Officer or Director, to the full extent now or hereafter permitted by law.

#### ARTICLE X - AMENDMENT

The Shareholders reserve the right to alter, amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or to adopt new provisions. These Amended and Restated Articles of Incorporation may be amended by a simple majority vote (greater than 50.0%) of the voting stock of the Corporation that is present, at any regular meeting of

the Shareholders or at any special meeting of the Shareholders called for that purpose, at which a quorum is present.

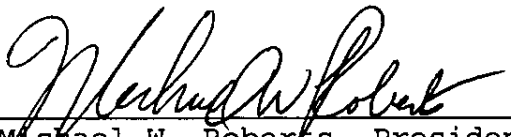
These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Directors of the Corporation on October 27, 2016. These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Shareholders of the Corporation on October 27, 2016. These votes were a sufficient number to approve these Amended and Restated Articles of Incorporation. Pursuant to Article X of the prior, original Articles of Incorporation, filed with the Florida Secretary of State, no other or further votes or approvals were necessary.

**END OF PAGE**

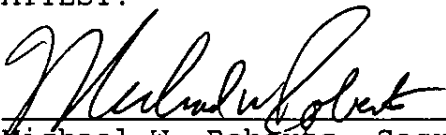
IN WITNESS WHEREOF, the undersigned authorized Officers  
have executed these Amended and Restated Articles of  
Incorporation on behalf of the Corporation and in their capacity  
as Officers and Directors on this 31<sup>ST</sup> day of October, 2016.

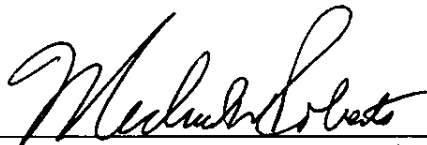
F & L Leasing Inc.,  
a Florida corporation

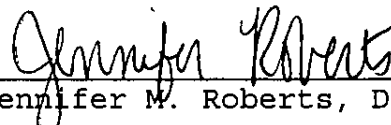
NKA Ace Hardware of Gulf Breeze, Inc.,  
a Florida corporation

BY:   
Michael W. Roberts, President

ATTEST:

  
Michael W. Roberts, Secretary

BY:   
Michael W. Roberts, Director

BY:   
Jennifer M. Roberts, Director

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT  
FOR CORPORATION FOR PROFIT**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:


Ace Hardware of Gulf Breeze, Inc.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

Michael W. Roberts  
1131 Gulf Breeze Parkway  
Gulf Breeze, FL 32561

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with said laws of the State of Florida, and I hereby agree to act in this capacity, and I agree to comply with the provisions of said laws.

  
\_\_\_\_\_  
Michael W. Roberts