P99000102821

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DIVISION OF CORPORATIONS
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Amended/Restated
@ 4.7.14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gilchrist Executive Retreat and Conference Center, Inc.

DOCUMENT NUMBER: P99000102821

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joe Doyle
Name of Contact Person

Bankers Financial Corporation
Firm/ Company

11101 Roosevelt Blvd N.
Address

Saint Petersburg, Florida 33716
City/ State and Zip Code

legaladmin@bankersfinancialcorp.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joe Doyle at (727) 823-4000 ext 4417
Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☒ $35 Filing Fee
- ☐ $43.75 Filing Fee & Certificate of Status
- ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

CERTIFICATION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

I, Ian B. Barber, the duly elected Vice President of Gilchrist Executive Retreat and Conference Center, Inc. (the "Company"), hereby certify that the following Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation and the shareholders of the Corporation, effective March 1, 2014.

(S E A L)

Ian B. Barber
Vice President

14 APR -2 PM 12:45
FILED
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DIVISION OF CORPORATIONS

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GILCHRIST EXECUTIVE RETREAT AND CONFERENCE CENTER, INC.

These Amended and Restated Articles of Incorporation of Gilchrist Executive Retreat and Conference Center, Inc. (the "Corporation") (the "Articles") are adopted effective as of March 1, 2014.

ARTICLE I - NAME

The name of this Corporation is Gilchrist Executive Retreat and Conference Center, Inc.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock at One and 00/100 ($1.00) Dollars per share par value.

ARTICLE IV - DURATION

The Corporation is to exist perpetually.

ARTICLE V - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by law, indemnify, defend and hold harmless all Directors and Officers of this Corporation (but only those who Officers who are employed by the Corporation), whether or not in office as an Officer or Director at the time of a Claim is initiated (collectively, "Indemnified Parties"), who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action commenced by the Corporation (collectively, "Claims"), by reason of the fact that such Indemnified Party is or was a Director and/or Officer of the Corporation or is or was serving in another capacity at the request of the Corporation, against any and all expenses, including but not limited to attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such Indemnified Party in connection with any such Claim, including any appeal thereof.

This Corporation may appoint individuals as Officers who are not employees of the Corporation. Any Officer who is not an employee of the Corporation shall not be an "Indemnified Party," as that term is defined in the preceding paragraph, and shall not be entitled to any indemnity rights under this Article.

ARTICLE VI - BY-LAWS

The power to alter, amend, or repeal the By-Laws or adopt new By-laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE VII - AMENDMENT

The right to amend or repeal any provisions contained in these Restated and Amended Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors.

ARTICLE VIII - PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the Corporation shall be located at 11101 Roosevelt Blvd. N., St. Petersburg, FL 33716, Pinellas County, Florida.

The name and street address of the registered agent of the corporation in the State of Florida is: Richard G. Torra at 11101 Roosevelt Blvd. N., St. Petersburg, FL 33716, Pinellas County, Florida. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall have one (1) or more director(s) as provided by the By-Laws.