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 Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
 USHKO CONSTRUCTION, INC.**

Certificate of Status	1
Certified Copy	0
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
USHKO CONSTRUCTION, INC.  
Document Number: P99000107766**

The following amendment and restatement was adopted by the Shareholders of this Corporation on the 6 day of January, 2020, and the number of votes cast for the amendment and restatement by the Shareholders was sufficient for approval.

The undersigned, as President of the Corporation, adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I  
Name**

The name and address of this corporation shall be: **USHKO CONSTRUCTION, INC.**, 3561 Lakeshore Drive, Mount Dora, FL 32757.

**ARTICLE II  
Purposes**

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE III  
Stock**

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be: (i) one thousand (1,000) shares of voting stock (each with a par value of \$1.00 per share) and (ii) Ninety-Nine Thousand (99,000) shares of non-voting common stock (each with a par value of \$.01 per share). The holders of the voting common stock and nonvoting common stock shall have the same rights, privileges and powers, including but not limited to the right to participate in dividends, except the holders of the nonvoting common stock shall have no voting rights and all voting rights shall be vested exclusively in the holders of the voting common stock.

The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services which, in the judgment of the Board of Directors of this corporation, shall be of the valuation equivalent to the value of the stock to be issued.

**ARTICLE IV  
Directors and Officers**

The names and addresses of the Director(s) is/are:

NAME

ADDRESS

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ANDREW G. USHKO

3561 Lakeshore Drive  
Mount Dora, FL 32757

JAMES M. USHKO

449 Lake St  
Umatilla, FL 32784

The names, title, and addresses of the Officer(s) is/are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JAMES M. USHKO	President/ Treasurer	449 Lake St Umatilla, FL 32784
ANDREW G. USHKO	Vice President/ Secretary	3561 Lakeshore Drive Mount Dora, FL 32757

**ARTICLE V**  
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**  
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

**ARTICLE VII**  
Term of Existence

This corporation shall exist perpetually.

**ARTICLE VIII**  
Directors

- A. The business of the corporation shall be managed initially by a board of two (2)

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directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

- B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of the director's own shares of stock.
- C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill the vacancy by voting for the removed director without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of the shareholder's own shares of stock.
- D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

**ARTICLE IX**  
Effective Date

The date that corporate existence shall begin is the date of filing of the original Articles with the Department of State. This election is pursuant to Florida Statute 607.0123.

**ARTICLE X**  
Registered Office and Registered Agent

The name of the Corporation's registered agent in Florida is Zachary T. Broome, Esq., Bowen & Schroth, P.A. The address of the Corporation's registered office in Florida is 600 Jennings Ave., Eustis, Florida 32726.

**ARTICLE XI**  
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the shareholders entitled to vote, except as otherwise provided in the Bylaws.

**ARTICLE XII**  
Powers

This corporation shall have all powers conferred by the laws of the state of Florida on corporations

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The foregoing amendment and restatement was adopted by the shareholders of this Corporation on the 6th day of January, 2020, and the number of votes cast for the amendment and restatement by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the president, certifies to the truth of the facts herein stated, this 6 day of January, 2020.

  
\_\_\_\_\_  
JAMES M. USHKO

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as Registered Agent for USHKO CONSTRUCTION, INC., as stated in these Articles of Incorporation.

Dated: January 6, 2020.

  
\_\_\_\_\_  
ZACHARY T. BROOME

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