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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF DECISIONHR HOLDINGS, INC.

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned officer confirms that these Amended and Restated Articles of Incorporation of (the "Articles") of Bankers Financial Corporation (the "Corporation") were duly adopted by written consent of the board of directors and shareholders on January 1, 2024. The number of votes cast for the amendments by the shareholders were sufficient for approval. These Articles consolidate all amendments into a single document. These Articles hereby amend and restate the Articles of Incorporation and supersede and replace the provisions of the Corporation's original Articles of Incorporation in their entirety:

ARTICLE I - NAME

The name of this Corporation is DecisionHR Holdings, Inc (the "Corporation").

ARTICLE II – ADDRESS

The principal address of the Corporation is 9455 Kroger Boulevard North, #200, St. Petersburg, Florida 33702. The mailing address of the Corporation is 1101 Roosevelt Boulevard North, St. Petersburg, Florida 33716.

ARTICLE III – PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business or active

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five million (5,000,000) shares of common capital stock of one cent (\$0.01) par value per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 11101 Roosevelt Boulevard North, St. Petersburg, Florida 33716, and the name of the registered agent of the Corporation at that address Richard G. Torra.

ARTICLE VI - BOARD OF DIRECTORS

1. <u>MANAGEMENT</u>. The business and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors may be fixed, increased or decreased, from time to time, by resolution of the Directors. The shareholders may not fix or change the number of Directors.

2. DIRECTOR APPOINTMENTS.

- a. *Definitions*. The terms listed below, wherever capitalized, shall be given the following definitions:
 - i. "Family Member" means any lineal descendant of Menke (defined below) who are of sound mind and over the age of 21. The death or duly effected determination of incompetence by a court of competent jurisdiction of any Family Member shall immediately, and without further action, terminate Family Member status of the deceased or incompetent Family Member.
 - ii. "Menke" shall mean Robert M. Menke, a former resident of Pinellas County, Florida who is deceased as of the date of these Articles.
 - iii. "Menke Relations" shall mean, collectively, Family Members and spouses of Family Members.
 - iv. "Outside Director" shall mean any Director who is neither a Menke Relation, nor an employee of this Corporation, nor an affiliate of this Corporation.
- b. Number of Directors. The Board of Directors may, from time to time establish the number of Directors who will be elected to serve from the date of the following Annual Board Meeting (defined below) and for the year subsequent to that meeting. There shall be an odd number of members of the Board of Directors of the Corporation and the number of Family Directors shall be one more than the number of Company Directors (defined below).
- c. Stockholder Rights Limited. The stockholders of this Corporation shall have no rights with respect to the size or composition of the Board of Directors, including, without limitation that the stockholders of this Corporation will have no right to elect, approve of, disapprove of, vote for, vote against, appoint or remove any Director, to change, set or fix the number of Directors, or to fill any vacancy on the Board of Directors.
 - d. Election, Resignation and Removal of Family Directors.
 - i. The Family Directors shall be appointed by a majority of the Family Members, acting collectively; provided, however, that at least one Family Director must be an Outside Director.
 - ii. At each Annual Board Meeting (defined below), the Corporation's Chief Executive Officer will report to the Board of Directors the identities of the persons who have been elected as Family Directors for the following year.
 - iii. A Family Director may be removed at any time for any reason or no reason by a majority vote of the Family Members. Any Family Director may resign from the Board of Directors by providing notice of

resignation to the Board of Directors. Any vacancy on the Board of Directors as the result of resignation or removal of a Family Director may be filled by a majority vote of the stockholders.

- e. Appointment, Resignation and Removal of Company Directors.
 - The Company Directors shall be appointed by the Corporation's Chief Executive Officer; provided that at least one Company Director must be an Outside Director.
 - ii. Any Company Director may be removed at any time for any reason or no reason by the Corporation's Chief Executive Officer.
 - iii. At each Annual Board Meeting (defined below), the Corporation's Chief Executive Officer will report to the Board of Directors the identities of the persons who have been elected as Company Directors for the following year.
 - iv. A Company Director may be removed at any time for any reason or no reason by the Corporation's Chief Executive Officer. Any Company Director may resign from the Board of Directors by providing notice of resignation to the Board of Directors and the Corporation's Chief Executive Officer. Any vacancy on the Board of Directors as the result of resignation or removal of a Company Director may be filled by the Chief Executive Officer.

3. **DIRECTOR VOTING.**

- a. Normal Course Voting. Except as otherwise provided in these Articles of Incorporation, all matters coming before the Board of Directors at regular or special meetings shall be decided by a majority vote of the Directors present and voting. Each Director shall have one (1) vote.
- b. Super Majority Transactions. Reference to approval of a transaction by a "Super Majority" of the Board of Directors means that at least 75% of the Directors holding office at the time of vote have approved of that transaction. The following matters shall require approval by a Super Majority of the Board of Directors (in addition to any stockholder or other approval required by law or regulation):
 - i. Amending these Articles of Incorporation;
 - ii. Winding up or liquidating the Corporation;
 - iii. Removing or replacing the Chief Executive Officer or Chairman of the Board of Directors of the Corporation;
 - iv. Selling the equity of the Corporation or a business operated or owned by the Corporation or any of its subsidiaries (the "Corporate Group") or other assets of the Corporate Group, the fair market value of which

- represents more than 25% of the G.A.A.P. net book value of the Corporation.
- v. Assigning, conveying, leasing, subletting, mortgaging or granting a security interest in or otherwise disposing of real or personal property where such action amounts to more than 25% of the value of the G.A.A.P. net book value of the Corporation unless such indebtedness is non-recourse;
- vi. Significantly changing the business or business plan of the Corporation, including purchasing or creating one or more businesses that are not contemplated by the Corporation's business plan;
- vii. Acquiring real or personal property not in the ordinary course of business for a price (including financing, but not including non-recourse financing) amounting to more than 25% of the G.A.A.P. net book value of the Corporation;
- viii. Engaging in, or permitting or approving of, a merger or consolidation involving any member of the Corporate Group that involves 25% or more of the G.A.A.P. net book value of the Corporation, other thanks merger or consolidation solely between members of the Corporate Group;
- ix. Borrowing, or permitting or approving of borrowing, money by any member of the Corporate Group where the amount borrowed (not including non-recourse financing) exceeds 25% of G.A.A.P. net book value of the Corporation or where the aggregate indebtedness of the Corporate Group exceeds 50% of the G.A.A.P. net book value of the Corporation; and
- x. Deciding, or permitting or approving of the decision, that any company in the Corporate Group should do one or more of the following, with respect to any Corporate Principal (as defined below): (i) loaning the Corporate Principal money, (ii) guaranteeing a third party loan to a Corporate Principal, or (iii) entering into contract with a Corporate Principal (including agreeing to indemnify a Corporate Principal), where the total of all such obligations, in the aggregate, exceeds 5% of the G.A.A.P net book value of the Corporation. "Corporate Principal" means: (a) any member of the Corporate Group, (b) any Family Member, (c) any officer or Director of this Corporation, (d) the spouse, parent, grandparent, sibling or lineal descendant of any Family Member or officer or Director of this Corporation, (e) the spouse of person who qualifies under clause (d) of this sentence, or (f) any entity

in which anyone who qualifies under clauses (a) through (e) of this sentence is officer, director, employee or investor.

4. **BOARD MEETINGS.**

- a. The Board of Directors may hold regular or special meetings in or outside of the Corporation's state of incorporation, at such place and time as the Board of Directors may from time to time designate.
- b. The Board of Directors will hold an annual meeting (the "Annual Board Meeting") each year, at which meeting the Directors appointed to the Board of Directors for the following year will be named.
- c. Special meetings of the Board of Directors may be called by the Chairman or by the Chief Executive Officer.
- d. Regular meetings of the Board of Directors may be held with or without notice of the date, time, place, or purpose of the meeting.
- e. A quorum at any meeting of the Board of Directors shall consist of at least one third of the Directors, or such other minimum number as required by law.
- 5. <u>BOARD COMMITTEES.</u> The Board of Directors may, by resolution, designate from among its members one or more committees, each of which, to the extent provided in such resolution, shall have and may exercise the authority of the Board of Directors to the fullest extent permitted by law.
- 6. <u>ACTION BY WRITTEN CONSENT.</u> Any action of the Directors permitted or required to be taken at any meeting, may be made by written consent of the number of Directors having not less than the minimum number of votes necessary to authorize or take such action at a meeting, or such other number of Directors as required by law.
- 7. <u>DIRECTOR EMERITUS APPOINTMENTS.</u> From time to time the Board of Directors may confer the title "Director Emeritus" upon one or more of the former members of the Board of Directors who has distinguished his or herself by long and faithful service to this Corporation. Persons designated as a Director Emeritus shall not be entitled to attend or vote at meetings of the Board of Directors and shall not have any other rights, duties or privileges of a member of the Board of Directors of this Corporation. Instead, the position of Director Emeritus shall be an honorary position with such persons to be granted such privileges and invited to attend such functions as the Board of Directors may deem appropriate.

ARTICLE VI - BYLAWS

The Bylaws of this Corporation may be adopted or amended solely by a majority vote of the Board of Directors of this Corporation.

IN WITNESS WHEREOF, the undersigned, who is a duly authorized officer of the Corporation, executes this document on behalf of the Corporation on January 1, 2024.

DECISIONHR HOLDINGS, INC.,

a Florida corporation

By: Name: Richard G. Torra
Title: Secretary

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