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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
STRAHL & PITSCHE, INC.

Certificate of Status	0
Certified Copy	1
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amended  
8/23/13

H13000187594 3

ARTICLES OF RESTATEMENT

OF

STRAHL & PITSCH, INC.

13 AUG 22 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Strahl & Pitsch, Inc. (the "Corporation") does hereby amend and restate its Articles of Incorporation, as heretofore amended:

- 1. The name of the corporation is STRAHL & PITSCH, INC.
- 2. The text of the Restated Articles of Incorporation of the Corporation, as further amended hereby, is annexed hereto and made a part hereof.

\* \* \* \* \*

CERTIFICATE

It is hereby certified that:

- 1. The annexed restatement (Amended and Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
- 2. Article III, Capital Stock, and Article VI, Address, of the Articles of Incorporation of the Corporation are hereby amended so as henceforth to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof. Article IV, Initial Capital, Article VIII, Initial Directors and Officers, and Article IX, Subscribers, are hereby deleted. The remaining Articles have been renumbered.
- 3. The date of adoption of the aforesaid amendments was July 1<sup>st</sup> 2013.
- 4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
- 5. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

\* \* \* \* \*

H13000187594 3

H13000187594 3

Executed on August 22<sup>nd</sup>, 2013.

**STRAHL & PITSCH, INC.**

By: William DeLucca - Pres.  
William DeLucca [Name]  
President. [Title]

H13000187594 3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
STRAHL & PITSCH, INC.**

**ARTICLE I – NAME**

*The name of the corporation is "Strahl & Pitsch, Inc." (the "Corporation").*

**ARTICLE II – NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation is:

(a) To engage in every aspect of the business of constructing, erecting, operating and managing motels, hotels, dining rooms, restaurants, and in connection therewith swimming pools, shopping stores and recreational centers, and further in connection therewith to purchase, acquire, manage, improve, develop, subdivide, transfer, convey, lease or otherwise dispose of, and to mortgage or otherwise encumber lands, buildings, real property and other property of the Corporation and to purchase, lease, or otherwise acquire real estate and personal property necessary to engage in the foregoing.

(b) To take, acquire, buy, rent, hold, manage, mortgage, improve and otherwise deal in, and lease, sell, convey or otherwise dispose of, real estate and appurtenances thereto and interests therein, of every nature whatsoever and wheresoever located and without restriction or limit as to amount, and to acquire, contract, repair, erect, improve, mortgage, pledge and otherwise deal in and dispose of any buildings and any other improvements on any such real estate.

(c) To acquire by purchase, subscription or otherwise, and to receive, hold, invest in, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choose-in-action and evidence of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms or persons, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement thereof.

(d) To manufacture, finish, process, purchase, import or otherwise acquire, invest in, own, mortgage, pledge, sell, export, assign and transfer or otherwise dispose of, trade, deal in and deal with, either as principals, agents, representatives or jobbers in wax and kindred products

H13000187594 3

H13000187594 3

of every kind, and in textiles, fabrics and goods, wares, products and merchandise and personal property of every class and description.

(e) To take, acquire, buy, rent, hold, lease, construct, repair, mortgage, pledge and otherwise deal in, and lease, sell, assign or otherwise dispose of all kinds of personal property, chattels and chattels real and choose-in-action, of every nature whatsoever and wheresoever located and without restriction or limit as to amount; to purchase, register, hold, develop and grant in respect of or otherwise turn to account, and sell, assign or otherwise dispose of, any trademarks, trade names, copyrights, patents, patent rights, licenses, privileges, inventions, improvements and processes whether used in connection with or secured under letters patent of the United States or elsewhere, or otherwise.

(f) To acquire and pay for in cash, stock or bonds of the Corporation or otherwise, the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(g) To endorse or guarantee the payment of principal, interest or dividends upon, and to guarantee the performance of sinking fund or other obligations of, any securities, and to guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the Corporation may otherwise be or become interested, of any person, firm, association, corporation or of any other combination, organization or entity whatsoever.

(h) To enter into, make and perform contracts of every kind and description for any lawful purpose without limit as to amount, with any person, firm, association or corporation, or any government or public authority or any agency thereof.

(i) To borrow or raise moneys for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

(j) To loan to any person, firm or corporation any of its surplus funds, either with or without security.

(k) To purchase, hold, retire, cancel, reissue, sell, exchange or transfer its own shares, bonds or other evidences of indebtedness; provided that it shall not use its funds or property for the purchase of its own shares except as permitted by law, and provided further that its own shares belonging to it shall not be voted upon directly or indirectly.

(l) To conduct its business in any and all of its branches and maintain offices both within and without the State of Florida, in any and all States of the United States of America, in

H13000187594 3

the District of Columbia, in any or all territories, dependencies, colonies or possessions of the United States of America, and in foreign countries.

(m) To such extent as a corporation organized under the General Corporation Law of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do to exercise under the General Corporation Law of the State of Florida or under any act amendatory thereof, supplemental thereto or substituted therefor.

The foregoing provisions of this Article II shall be construed both as purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article II, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation; provided that the Corporation shall not carry on any business or exercise any power in any state, territory or country which under the laws thereof the Corporation may not lawfully carry on or exercise.

### ARTICLE III - CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred (100) shares (the "Common Stock"), consisting of (i) Ten (10) shares of Class A Common Stock, par value \$1,000 per share ("Class A Stock"), and (ii) Ninety (90) shares of Class B Common Stock, par value \$1,000 per share ("Class B Stock").

A description of the respective classes of stock, a statement of their designations, voting powers (or no voting powers), preferences, rights and privileges and the qualifications, limitations and restrictions thereof and the provisions for implementing the change in capital stock of the Corporation are as follows:

(a) Voting Rights. Except as may otherwise be required by these Articles of Incorporation or by the Florida Business Corporation Act (the "FBCA"), the entire voting power of the shares of the Corporation for the election of directors and for all other purposes shall be vested exclusively in the holders of shares of Class A Stock, from time to time issued and outstanding, who shall be entitled to one vote for each share held of record and who shall vote

H13000187594 3

together as one class, and the holders of Class B Stock shall have no voting rights. Except as may otherwise be required by the FBCA, the holders of Class B Stock shall not have the right to receive notice of or participate in meetings of the stockholders of the Corporation or to receive written consents for shareholders' action where such holders are not entitled to exercise voting rights. Where the holders of Class B Stock are entitled to vote pursuant to the FBCA or these Articles of Incorporation, such holders shall vote together with the holders of Class A Stock as one class unless otherwise required by the FBCA. In furtherance of the preceding sentence, the holders of Class B Stock shall not be entitled to vote separately as a class, but shall vote with the holders of Class A Stock on any amendment to these Articles of Incorporation which increases or decreases (but not below the shares thereof then outstanding) the authorized shares of Class B Stock.

(b) Dividends. Dividends may be paid on the Common Stock when declared by the Board of Directors.

(c) Liquidation Rights. Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to receive the net assets of the Corporation. Such net assets shall be distributed to the holders of Common Stock on the basis of the number of shares of Common Stock held by each of them.

(d) Implementation. Common shares of the Corporation outstanding on the date hereof, shall be changed into shares of the newly designated Class A Stock and Class B Stock at the exchange rate of one (1) share of the newly designated Class A Stock and nine (9) shares of the newly designated Class B Stock for one hundred forty-one and 475/1,000 shares of outstanding common stock. Each holder of record who surrenders a certificate or certificates representing common shares of the Corporation shall be issued by the Corporation new certificates representing shares of the newly designated Class A Stock and Class B Stock.

#### ARTICLE IV – TERM OF EXISTENCE

The corporation is to have perpetual existence.

#### ARTICLE VI – ADDRESS

The post office address of the principal office of the Corporation is 230 Great East Neck Road, West Babylon, New York 11704. The Board of Directors may from time to time move the principal office to any other address within or outside the State of Florida.

#### ARTICLE VII – DIRECTORS

The number of directors of the Corporation shall be not less than three (3) nor more than nine (9).

H13000187594 3

**ARTICLE VIII – VACANCIES IN BOARD OF DIRECTORS**

The By-Laws of the Corporation may contain appropriate provisions for the filling of vacancies (including newly elected directorships resulting from any increase in the authorized number of directors).

**ARTICLE IX – PRE-EMPTIVE RIGHTS**

No shareholder of the Corporation shall have any preemptive or preferential right of subscription to any shares of any stock of the Corporation, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors of the Corporation in its discretion from time to time may determine, and at such price as the Board of Directors from time to time may fix, pursuant to the authority hereby conferred by the Articles of Incorporation of the Corporation, and the Board of Directors may issue stock of the Corporation, or obligations convertible into stock, without offering such issue of stock or obligations, either in whole or in part, to the shareholders of the Corporation. The acceptance of stock of the Corporation shall be a waiver of any such preemptive or preferential right which in the absence of this provision might otherwise be asserted by shareholders of the Corporation.

**ARTICLE X – INTEREST OF DIRECTORS AND OFFICERS**

No contract or other transaction between the Corporation and any other corporation and no other act of the Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of the Corporation individually or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall



H13000187594 3

authorize any such action or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

**ARTICLE XI – PLACE OF MEETING AND BOOKS AND RECORDS**

The shareholders and Board of Directors of the Corporation shall have power to hold their meetings, to have an office or offices and to keep the books of the Corporation, subject to the provisions of the laws of Florida, outside of said State at such place or places as may from time to time be designated by them.

**ARTICLE XII – AMENDMENT**

*These Articles of Incorporation may be amended in the manner provided by law.*