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2022-06-10 11:08:19 PDT

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# H33345

Division of Corporations

## Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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### COR AMND/RESTATE/CORRECT OR O/D RESIGN THERAKOS, INC.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$43.75

**A. RAMSEY**  
JUN 13 2022

RECEIVED  
2022 JUN 10 PM 4:26  
STATE OF FLORIDA

FILED  
2022 JUN 10 AM 10:22

**THIRD AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THERAKOS, INC.**

**FILED**  
2022 JUN 10 AM 10:22  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

Therakos, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act,

DOES HEREBY CERTIFY:

1. That pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), the following Third Amended and Restated Articles of Incorporation, were adopted in accordance with Section 607.1003 of the Act on June 10, 2022:

FIRST: The name of the corporation is Therakos, Inc. (the "Corporation").

SECOND: The street address, wherever located, of the principal office of the Corporation is 675 McDonnell Blvd., Hazelwood, Missouri 63042.

THIRD: The address of the registered office of the Corporation in the State of Florida is 1200 South Pine Island Road, in the City of Plantation. The name and address of the Corporation's registered agent in Florida is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

FOURTH: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the Act.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is One Hundred Thousand (100,000), all of which shall be shares of common stock, \$0.001 par value per share.

The common stock shall consist of One Thousand (1,000) shares of Series A Common Stock (the "Series A Stock") and Ninety-Nine Thousand (99,000) shares of Series B Common Stock (the "Series B Stock" and, together with the Series A Stock, the "Common Stock"). The holders of the issued and outstanding shares of Common Stock shall be entitled to one (1) vote per share in respect of any matter to be voted on by the stockholders of the Corporation.

For the avoidance of doubt, notwithstanding anything herein to the contrary, pursuant to Section 1123(a)(6) of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), the Corporation shall not issue non-voting equity securities; provided, however, that the foregoing restriction (i) shall have no further force or effect beyond that required under Section 1123 of the Bankruptcy Code, (ii) shall have such force and effect, if any, only for so long as such section is in effect and applicable to the Corporation and (iii) in all events may be amended or

eliminated in accordance with applicable law as from time to time in effect.

SIXTH: The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The exact number of directors of the Corporation shall be fixed by or in the manner provided in the Bylaws of the Corporation (the "Bylaws").

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) to adopt, repeal, rescind, alter or amend in any respect the Bylaws, and to confer in the Bylaws powers and authorities upon the directors of the Corporation in addition to the powers and authorities expressly conferred upon them by statute;

(b) from time to time to set apart out of any funds or assets of the Corporation available for dividends an amount or amounts to be reserved as working capital or for any other lawful purpose and to abolish any reserve so created and to determine whether any, and, if any, what part, of the surplus of the Corporation or its net profits applicable to dividends shall be declared in dividends and paid to its stockholders, and all rights of the holders of stock of the Corporation in respect of dividends shall be subject to the power of the Board of Directors so to do;

(c) subject to the laws of the State of Florida, from time to time to sell, lease or otherwise dispose of any part or parts of the properties of the Corporation and to cease to conduct the business connected therewith or again to resume the same, as it may deem best; and

(d) in addition to the powers and authorities hereinbefore and by the laws of the State of Florida conferred upon the Board of Directors, to execute all such powers and to do all acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the express provisions of said laws, of the Articles of Incorporation of the Corporation and its Bylaws.

EIGHTH: Meetings of stockholders of the Corporation may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of applicable law) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

NINTH: The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

TENTH: The liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or officer of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Act. No amendment to or repeal of this Article Tenth shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer

occurring prior to such amendment or repeal.

ELEVENTH: The Corporation shall indemnify, defend and hold harmless the directors and officers, to the fullest extent permitted by law (as such may be amended from time to time), against all judgments, fines, amounts paid in settlement and expenses (including, without limitation, interest, penalties, counsel fees and disbursements and costs of preparation and investigation) incurred or paid by the director or officer in any civil, criminal, administrative or investigative proceeding in which the director or officer is, was or is threatened to be involved, by reason of being or having been a director or officer of the Corporation. To the fullest extent permitted by applicable law (as such may be amended from time to time), the Corporation shall advance expenses (including reasonable legal fees) incurred by a director or officer in defending any claim, demand, action, suit or proceeding prior to the final disposition of such claim, demand, action, suit or proceeding.

- 2. Only one voting group of shareholders was entitled to vote on these Third Amended and Restated Articles of Incorporation.
- 3. That these Third Amended and Restated Articles of Incorporation were adopted by the shareholders. The number of votes cast for these Third Amended and Restated Articles of Incorporation were sufficient for approval.

\* \* \*

Signed on June 10, 2022

A handwritten signature in black ink, appearing to read "Stephen Welch", written over a horizontal line.

Stephen A. Welch, Assistant Secretary