

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BIAS CORPORATION**

Certificate of Status	0
Certified Copy	1
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STATE OF FLORIDA
DIVISION OF CORPORATIONS

2019 JUL -3 AM 10:01

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HONOR ORIGINAL DATE 07-03-19

C. GOLDEN
JUL - 8 2019

HONOR ORIGINAL DATE 07-03-19



July 5, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BIAS CORPORATION
1100 ABERNATHY ROAD
SUITE 950
ATLANTA, GA 30328

SUBJECT: BIAS CORPORATION
REF: P00000100081

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

FAX Aud. #: H19000204773
Letter Number: 719A00013564

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EXECUTION VERSION

2019 JUL -3 AM 10:01

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BIAS CORPORATION**

Pursuant to the Florida Business Corporation Act (the "FBCA"), BIAS Corporation, a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: The name of the Corporation is BIAS Corporation

SECOND: The Corporation was originally incorporated in the State of Florida on October 23, 2000, the Corporation filed the First Amendment to the Articles of Incorporation of the Corporation on June 11, 2004 with the Secretary of State of the State of Florida, the Corporation filed the Second Amendment to the Articles of Incorporation of the Corporation on August 18, 2004 with the Secretary of State of the State of Florida, and these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

THIRD: These Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation (the "Board of Directors") on July 3, 2019, in the manner and by the vote required by the FBCA. The amendments were approved by the shareholders by written consent, dated as of July 3, 2019, in accordance with Section 607.0704 of the FBCA, and the written consents received for the amendment by the shareholders were sufficient for approval.

FOURTH: The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**Article I
Name and Duration**

The name of this corporation is BIAS Corporation (the "Corporation"). The duration of the Corporation is perpetual. The effective date upon which this Corporation came into existence was October 23, 2000.

**Article II
Principal Office**

The address of the principal office and mailing address of the Corporation in the State of Florida is 823 Lake Ridge Road, Tallahassee, Florida 32312.

Article III
Capital Stock

1. The aggregate number of shares which the Corporation is authorized to issue is One Million (1,000,000) shares of common stock with no par value per share.

Every one share of the Corporation's common stock, no par value per share (the "Prior Common Stock"), issued and outstanding immediately prior to the Effective Time, shall be automatically reclassified as and converted into 10,000 shares of common stock, no par value per share, of the Corporation (the "New Common Stock").

Each stock certificate that, immediately prior to the Effective Time, represented shares of Prior Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock into which the shares of Prior Common Stock represented by such certificate shall have been reclassified (as well as the right to receive cash in lieu of any fractional shares of New Common Stock as set forth above); provided, however, that each holder of record of a certificate that represented shares of Prior Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of Prior Common Stock represented by such certificate shall have been reclassified.

2. Each share of Common Stock shall have one vote on every matter coming before any meeting of the shareholders or otherwise to be acted upon by shareholders.

3. No holder of any shares of capital stock of any kind, class or series or of any other securities or obligations of this Corporation shall have, as a matter of right, any preemptive, preferential or other right to subscribe for, purchase or receive any shares of the capital stock of any kind, class or series, or any other securities or obligations convertible into or exercisable or exchangeable for shares of stock or other securities or obligations of the same or any other kind, class or series, whether now or hereafter authorized.

Article IV
Registered Office and Agent

The street address of the registered office of this Corporation is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of the registered agent of this Corporation at that address is C T Corporation System.

Article V
Directors

1. Number. The Board of Directors shall consist of three (3) members. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one (1).

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

Article VI
Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

Article VII
Indemnification

Each person who is or was a director or officer of the Corporation, and each such person who is or was serving at the request of the Corporation as a director or officer of another corporation, or in a similar capacity of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Corporation (including the heirs, executors, administrators and estate of such person) shall be indemnified by the Corporation, in accordance with the procedures specified in the bylaws of the Corporation, to the fullest extent permitted from time to time by the FBCA. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation. Without limiting the generality of the foregoing, the Corporation may enter into one or more agreements with any person that provide for indemnification and advancement of expenses greater or different than that provided in this Article. No amendment or repeal of this Article shall adversely affect any right or protection existing or pursuant to this Article immediately before the amendment or repeal.

Article VIII
Amendment

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Second Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and any right conferred upon the shareholders is subject to this reservation.

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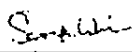
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 3rd day of July, 2019.

BIAS CORPORATION

DocuSigned by:
Jeff Harvey
By: _____
Name: Jeff Harvey
Title: President

BIAS Corporation

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity:

By: C.T. Corporation System  Scott White
Assistant Secretary

Required Signature/Registered Agent

7/3/2019

Date