

F980000006861

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

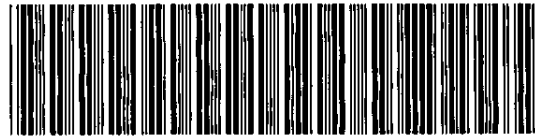
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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RECEIVED  
OFFICE OF STATE  
CORPORATIONS  
2013 AUG -8 PM 1:53  
NOT PREPARED  
TO AVOID  
SUFFICIENCY OF FILING

FILED  
OFFICE OF STATE  
CORPORATIONS  
2013 AUG -8 PM 21:30

Amend/change in 8  
jurisdiction  
@ 8/8/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 753509 4370126

AUTHORIZATION :

COST LIMIT : \$ 35.00

*Saleman*

ORDER DATE : August 6, 2013

ORDER TIME : 11:44 AM

ORDER NO. : 753509-005

CUSTOMER NO: 4370126

FOREIGN FILINGS

NAME: STARBOARD HOLDINGS, LTD.  
INCORPORATED

XX CORPORATE  
       LIMITED PARTNERSHIP  
       LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: \_\_\_\_\_

*10*

## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: STARBOARD HOLDINGS, LTD. INCORPORATED  
Name of Corporation

DOCUMENT NUMBER: F98000006861

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARJORIE KIPP, CORPORATE PARALEGAL  
Name of Contact Person

LVMH HOET HENNESSY LOUIS VUITTON INC.  
Firm/Company

19 EAST 57TH STREET, 5TH FL.  
Address

NEW YORK, NEW YORK 10022  
City/State and Zip Code

Marjorie.Kipp@lvmhny.com  
E-mail address:(to be used for future annual report notification)

For further information concerning this matter, please call:

MARJORIE KIPP, PARALEGAL at (212 ) 931 2725  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |  |   |
|---|---|--|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$45.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$45.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|---|---|--|---|

Mailing Address:  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address:  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**


F98000006861

(Document number of corporation (if known))

1. STARBOARD HOLDINGS, LTD. INCORPORATED  
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE 3. DECEMBER 17, 1998  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? \_\_\_\_\_
5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- \_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.  
\_\_\_\_\_  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
DELAWARE  
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

MAUREEN JOHNSON

(Typed or printed name of person signing)

VICE PRESIDENT

(Title of person signing)

FILED  
13 MAR -5 PM 2:30  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

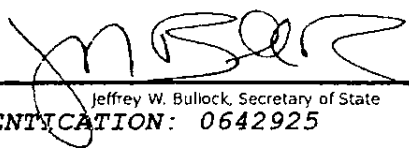
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF "STARBOARD HOLDINGS LTD.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 8:30 O'CLOCK A.M.



3337419 8100

130958120

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0642925

DATE: 08-06-13

FROM

(FRI) 12/29/00 8:57/ST. 8

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 08:30 AM 12/29/2000  
001656329 - 3337419

**CERTIFICATE OF DOMESTICATION  
OF  
STARBOARD HOLDINGS LTD.**

Starboard Holdings Ltd., a Barbados corporation certifies, pursuant to Section 388 of the General Corporation Law of the State of Delaware ("DGCL"):

Starboard Holdings Ltd. was first incorporated under the jurisdiction of Barbados on September 10, 1998, pursuant to the Companies Act, Cap. 308.


The name of the corporation immediately prior to the filing of this certificate of domestication was Starboard Holdings Ltd.

The name of the corporation as set forth in its certificate of incorporation filed in accordance with Section 388(b) of the DGCL is Starboard Holdings Ltd.

The seat of Starboard Holdings Ltd. immediately prior to the filing of this certificate of domestication was Chancery House, High Street, Bridgetown, Barbados.

**IN WITNESS WHEREOF**, Starboard Holdings Ltd. has caused this Certificate of Domestication to be signed and attested by its duly authorized officers this 29<sup>th</sup> day of December, 2000.

  
J. P. Miguel, President

  
Damiano J. Pignato, Secretary

FROM

(FR1)12.29'00 8:57/ST. 8:56 AM 12/29/2000  
STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/29/2000  
001656329 - 3337419

**CERTIFICATE OF INCORPORATION  
OF  
STARBOARD HOLDINGS LTD.**

**FIRST**

The name of the corporation is Starboard Holdings Ltd.

**SECOND**

The address of the registered office of the corporation in the State of Delaware is 1201 North Market Street, Post Office Box 1347, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Delaware Corporation Organizers, Inc.

**THIRD**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH**

The total number of shares of all classes of capital stock which the corporation shall have authority to issue is 10,000 shares, comprised of 10,000 shares of Common Stock with a par value of \$0.10 per share (the "Common Stock").

**FIFTH**

The name and mailing address of the sole incorporator is:

Delaware Corporation Organizers, Inc.  
Post Office Box 1347  
Wilmington, Delaware 19899

## SIXTH

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## SEVENTH

### A. RIGHT TO INDEMNIFICATION

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative, is or was a director or officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director or officer, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended, (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said Law permitted the corporation to provide prior to such amendment) against all expenses, liability and loss including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the corporation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the board of directors of the



corporation. Such right shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer of the corporation in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Section or otherwise.

#### **B. RIGHT OF CLAIMANT TO BRING SUIT**

If a claim under Paragraph A of Article SEVENTH is not paid in full by the corporation within 30 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to this corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

#### **C. NON-EXCLUSIVITY OF RIGHTS**

The rights conferred on any person by Paragraphs A and B of Article SEVENTH shall not be exclusive of any other right which such persons may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

#### **D. INSURANCE**

The corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the corporation or another corporation,

FROM

(FRI) 12. 29' 00 8:56/ST. 8:56/NO. 4861853673 P 6

partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

#### EIGHTH

Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

#### NINTH

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal bylaws.

I, the undersigned, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein are true, and accordingly have hereunto set my hand this 29th of December, 2000.

Delaware Corporation Organizers, Inc.

By:

  
Sole Incorporator

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STARBOARD HOLDINGS LTD." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF AUGUST, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STARBOARD HOLDINGS LTD." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

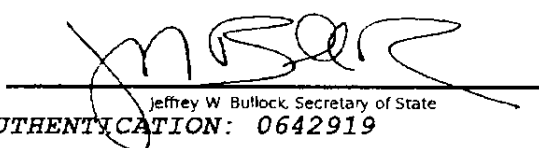
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3337419 8300

130958115

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0642919

DATE: 08-06-13