

JCL 441



115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
P: 866.625.0838  
F: 866.625.0839  
COGENCYGLOBAL.COM

Account#: I200000000088

Date: 07/22/2021

Name: Chris Vick

Reference #: 1424480

Entity Name: SHANGRI-LA HOUSE, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

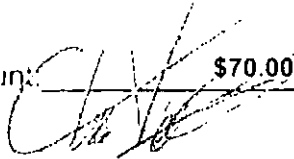
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other AMENDED & RESTATED ARTICLES

Authorized Amount: \$70.00

Signature: 

• CORPORATE HQ  
COGENCY GLOBAL INC.  
10 F 40TH ST, 10TH FL  
NY, NY 10016  
D: +1.212.947.7200  
P: 800.221.0102  
F: 800.944.6607

• EUROPEAN HQ  
COGENCY GLOBAL (UK) LIMITED  
REGISTERED IN ENGLAND & WALES  
REGISTRY: 1301972  
6 LLOYDS AVE, UNIT 4CL  
LONDON EC3N 3AY  
+44 (0)20.3961.3080

• ASIA PACIFIC HQ  
COGENCY GLOBAL (HK) LIMITED  
A HONG KONG LIMITED COMPANY  
UNIT B, 1/F, LIPPO LEIGHTON TOWER  
103 LEIGHTON RD, CAUSEWAY BAY  
HONG KONG  
P: +852.2682.9633  
F: +852.2682.9790

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF SHANGRI-LA HOUSE, INC.**

Pursuant to the provisions of Section 607.1007, Florida Statutes, **SHANGRI-LA HOUSE, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation (the "Articles of Incorporation"), which supersede and take the place of its existing Articles of Incorporation and any and all amendments thereto.

**ARTICLE I**  
**Name**

The name of the Corporation is **SHANGRI-LA HOUSE, INC.**

**ARTICLE II**  
**Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is 770 Lexington Avenue, 9<sup>th</sup> Floor, New York, New York, 10065-8165. The location of the principal office and mailing address shall be subject to change as may be provided in the bylaws duly adopted by the Corporation, and as may be modified from time to time (the "Bylaws").

**ARTICLE III**  
**Purpose**

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**Capital Stock**

The Corporation shall have authority to issue ONE HUNDRED (100) shares of Common Stock having (\$.01) par value per share.

**ARTICLE V**  
**Term**

The term for which the Corporation shall exist shall be perpetual.

**ARTICLE VI**  
**Indemnification**

A. Indemnification. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which the Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0851, et seq., of the Act.

B. Insurance. The Corporation may, to the fullest extent permitted by applicable law, at any time without further stockholder approval, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

C. Limitation of Director Liability. The personal liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent under applicable law. If the Act is amended 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 Act, as so amended.

D. Prospective Repeal or Amendment. Any repeal or amendment of this Article Six by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director, officer, employee or agent of the Corporation, or any limitation of a director's liability to the Corporation, existing at the time of such repeal or amendment.

## **ARTICLE VII**

### **Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws.

## **ARTICLE VIII**

### **Registered Office and Agent**

The name and street address of the initial registered agent of the Corporation are Cogency Global Inc., 115 North Calhoun Street, Suite 4, Tallahassee, Florida 32301.

## **ARTICLE IX**

### **Bylaws**

The Bylaws will be as adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

## **ARTICLE X**

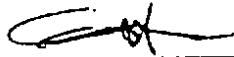
### **Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended as provided in the Bylaws.

*[Signature Page Follows.]*

The foregoing Amended and Restated Articles of Incorporation were adopted effective July 21, 2021, by unanimous written consent of the Corporation's Board of Directors pursuant to Section 607.0821 of the Act.

**BOARD OF DIRECTORS OF SHANGRI-LA HOUSE,  
INC.:**



---

Eric Hadar, Director

**ACCEPTANCE OF APPOINTMENT**  
**BY REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article VIII of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

**DATED**, this \_\_\_\_\_ day of July 2021.

**REGISTERED AGENT:**

COGENCY GLOBAL INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_