

571088

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

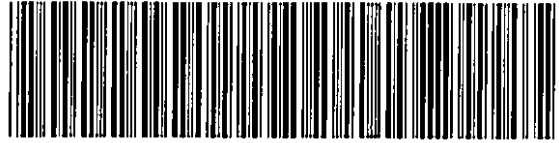
(Business Entity Name)

(Document Number)

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*Amended &
Restated
Articles*

TALLAHASSEE, FLORIDA

2023 JUN 29 PM 3:23

RECEIVED

2023 JUN 29 AM 8:44
OFFICE OF STATE
CLERK

FILED

A. RAMSEY
JUL 11 2023

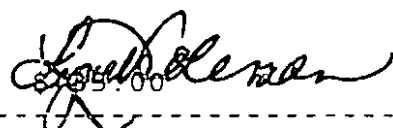
*02250, 00524, 00167, 00671
*02250, 00563, 00524, 00671

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 844108 4338256

AUTHORIZATION :

COST LIMIT :  844108-005

ORDER DATE : June 29, 2023

ORDER TIME : 1:41 PM

ORDER NO. : 844108-005

CUSTOMER NO: 4338256

DOMESTIC AMENDMENT FILING

NAME: TBC RETAIL GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland-sorenson -- EXT#

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 6, 2023

CORPORATION SERVICE COMPANY

TALLAHASSEE, FL 32301

SUBJECT: TBC RETAIL GROUP, INC.
Ref. Number: 571088

RESUBMIT

Please give original
submission date as file date.

We have received your document for TBC RETAIL GROUP, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please give the date of adoption of the amended and restated articles. You have listed the effective date but not the date of adoption.

You failed to make the correction(s) requested in our previous letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Annette Ramsey
OPS

Letter Number: 523A00014970



2023 JUL 10 PM 3:17



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 30, 2023

CORPORATION SERVICE COMPANY

TALLAHASSEE, FL 32301

SUBJECT: TBC RETAIL GROUP, INC.
Ref. Number: 571088

RESUBMIT
Please give original
submission date as file date.

We have received your document for TBC RETAIL GROUP, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

Please give the date of adoption of the amended and restated articles. You have listed the effective date but not the date of adoption.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Annette Ramsey
OPS

Letter Number: 323A00014782

2023 JUL -5 PM 3:18

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 844108 4338256

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : June 29, 2023

ORDER TIME : 1:41 PM

ORDER NO. : 844108-005

CUSTOMER NO: 4338256

DOMESTIC AMENDMENT FILING

NAME: TBC RETAIL GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland-sorenson -- EXT#

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TBC RETAIL GROUP, INC.**

FILED
2023 JUN 29 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, TBC Retail Group, Inc., a Florida Profit Corporation, hereby certifies that the Articles of Incorporation of the Corporation shall be amended and restated in their entirety to read as follows:

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:
TBC Retail Group, Inc.

ARTICLE II

The address of the principal office of the Corporation is 358 Saw Mill River Road, Millwood, New York 10546.

The mailing address of the Corporation is 358 Saw Mill River Road, Millwood, New York 10546.

ARTICLE III

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301-2525. The name of the registered agent of the Corporation at such address is Corporation Service Company.

ARTICLE IV

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 V

The total number of shares of capital stock that the Corporation is authorized to issue is 60,000, all of which are of a par value of \$1.00 per share and are of the same class and are to be Common Shares. Each Common Share shall have one vote, and the Common Shares shall vote together as a single class.

ARTICLE VI

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors which shall constitute the Board of Directors shall be determined as set forth in the bylaws of the Corporation, as in effect from time to time (the "Bylaws"). The election of directors need not be by written ballot unless the Bylaws shall so require.

ARTICLE VII

The Board of Directors of the Corporation is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation, except as may be otherwise provided in the Bylaws.

ARTICLE VIII

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 607.0850 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 Corporation hereby eliminates, to the fullest extent permitted by law, the personal liability of any person who serves as a director of the corporation to the Corporation and/or its shareholders for monetary damages for breach of fiduciary duty as a director; however, that if in the future the Act is amended or modified to permit the elimination of the personal liability of a director of the Corporation to a greater extent than contemplated above, then the provisions of this Article VIII shall be deemed to be automatically amended to provide for the elimination of the personal liability of the directors of the Corporation to such greater extent.

D. Prospective Repeal or Amendment. Any repeal or amendment of this Article VIII by the shareholders 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.

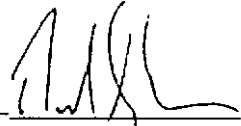
ARTICLE IX

These restated articles of incorporation consolidate all amendments into a single document.

[remainder of page intentionally left blank]

Effective Date: June 28, 2023

The Amended and Restated Articles of Incorporation were adopted by the board of directors and the shareholders on June 28, 2023. The number of votes cast for these Amended and Restated Articles of Incorporation were sufficient for approval.

By: 
Name: David Sorbaro
Title: Co-CEO