

F15000000640

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2015 JUN -8 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JUN 18 2014
C. CARROTHERS

COVER LETTER

* COPY OF DELAWARE
CERTIFICATE OF
NAME CHANGE
IS ATTACHED

TO: Amendment Section
Division of Corporations

SUBJECT: Signature Group Holdings, Inc.

Name of Corporation

DOCUMENT NUMBER: F15000000640

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marlene Petros

Name of Contact Person

Signature Group Holdings, Inc.

Firm/Company

15301 Ventura Blvd, Suite 400

Address

Sherman Oaks, CA 91403

City/State and Zip Code

marlene.petros@signaturecap.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marlene Petros

Name of Contact Person

805

435-1251

at ()

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☒

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$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)

15000000640

(Document number of corporation (if known))

FILED
2015 JUN -8 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Signature Group Holdings, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. February 11, 2015
(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? June 1, 2015
5. Real Industry, Inc.
(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.

(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)

Jeff Crusinberry

(Typed or printed name of person signing)

Sr. Vice President & Treasurer

(Title of person signing)

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 AMENDMENT OF "SIGNATURE GROUP HOLDINGS, INC.", CHANGING ITS NAME FROM "SIGNATURE GROUP HOLDINGS, INC." TO "REAL INDUSTRY, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2015, AT 7:53 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5406465 8100

150842140

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2421240

DATE: 06-01-15

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:53 AM 06/01/2015
FILED 07:53 AM 06/01/2015
SRV 150842140 - 5406465 FILE

**CERTIFICATE OF AMENDMENT
TO
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SIGNATURE GROUP HOLDINGS, INC.**

Signature Group Holdings, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

1. The name of the Corporation is Signature Group Holdings, Inc. The Corporation was originally incorporated under the name SGH Holdco, Inc., pursuant to the original Certificate of Incorporation of the Corporation filed with the office of the Secretary of State of the State of Delaware on September 27, 2013, as amended and restated by the Amended and Restated Certificate of Incorporation of the Corporation filed with the office of the Secretary of State of the State of Delaware on November 25, 2013, as amended and restated by the Second and Amended and Restated Certificate of Incorporation of the Corporation (the "Charter") filed with the office of the Secretary of State of the State of Delaware on December 30, 2013.

2. This Amendment to the Second Amended and Restated Certificate of Incorporation (this "Amendment") was duly adopted by the Board of Directors of the Corporation and by the stockholders of the Corporation in accordance with Sections 228 and 242 of the DGCL.

3. This Amendment shall amend the Charter by deleting Article I in its entirety and replacing it as follows:

ARTICLE I

NAME

The name of the corporation is Real Industry, Inc. (the "Corporation").

IN WITNESS WHEREOF, Signature Group Holdings, Inc. has caused its corporate seal to be hereunto affixed and this Amendment to the Second Amended and Restated Certificate of Incorporation to be signed by its President and attested to by its Secretary this 1st day of June, 2015.

SIGNATURE GROUP HOLDINGS, INC.

/s/ CRAIG T. BOUCHARD

Craig T. Bouchard
President

ATTEST

/s/ KYLE ROSS

Kyle Ross
Secretary