

F26922

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DEPT. OF CORPORATE

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2014 OCT 10 12:00 PM  
K. LEMMON  
[Signature]



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 320580 4336422  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 35.00

ORDER DATE : October 1, 2014

ORDER TIME : 9:39 AM

ORDER NO. : 320580-005

CUSTOMER NO: 4336422

DOMESTIC AMENDMENT FILING

NAME: DEROSE DESIGN CONSULTANTS,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

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CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DEROSE DESIGN CONSULTANTS, INC.  
(a Florida Corporation)**

Pursuant to Florida Statutes Section 607.1007, **DEROSE DESIGN CONSULTANTS, INC.**, a Florida corporation (the "**Corporation**") (Florida Registration Number F26922), hereby adopts the following Amended and Restated Articles of Incorporation (these "**Articles of Incorporation**").

**First:** The original Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on March 26, 1981.

**Second:** These Articles of Incorporation were duly adopted and approved by the Corporation's board of directors and shareholders on September 29, 2014. The number of votes cast by the shareholders in favor of approving these Articles of Incorporation was sufficient for approval.

**ARTICLE I  
NAME**

The name of the Corporation is "DEROSE DESIGN CONSULTANTS, INC."

**ARTICLE II  
PURPOSE**

The general purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "**FBCA**"), including any amendments thereto.

**ARTICLE III  
PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the principal office of the Corporation is 470 S.W. 12th Avenue, Suite 206, Pompano Beach, Florida 33069. The name and street address of the Corporation's registered agent in the State of Florida is Richard Breit, P.A., 8551 W. Sunrise Boulevard, Suite 300, Plantation, Florida 33322.

**ARTICLE IV  
CAPITAL STOCK**

Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the board of directors of the Corporation (the "**Board of Directors**") may from time to time determine. The aggregate number of shares of capital stock which the Corporation shall have the authority to

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issue is Five Hundred (500) shares of common stock, par value \$1.00 per share (the "Common Stock").

A statement of the powers, privileges and rights, and the qualifications, limitations or restrictions thereof, in respect of the Common Stock, is as follows:

1. General

. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights.

2. Voting Rights

. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law, these Articles of Incorporation or any shareholders' agreement to which the Corporation and its shareholders may be a party, the holders of Common Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

3. Dividends

. Subject to provisions of law and these Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may from time-to-time determine in its sole discretion.

4. Liquidation

. Subject to provisions of law and these Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

5. Voting Power.

. Except as may be otherwise provided in these Articles of Incorporation or required by law, each holder of Common Stock shall be entitled to vote on all matters and shall be entitled to that number of votes equal to the number of whole shares of Common Stock issued and outstanding in the name of such holder at the record date for the determination of shareholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited. Except as otherwise expressly provided in these Articles of Incorporation or as otherwise required by law, the holders of shares Common Stock shall vote together as a single class on all matters. Without limiting the generality of the foregoing, the Corporation shall not take any corporate action or amend these Articles of Incorporation without the approval by vote or written consent of the holders of a majority of the then outstanding shares of Common Stock, voting together as a single class, if such corporate action or amendment would cause the Corporation to:

(a) adopt, approve, amend or materially modify any budget for the Corporation or any of its subsidiaries;

(b) hire, or permit any of its subsidiaries to hire, any officer, employee, agent or independent contractor whose compensation is greater than Fifty Thousand Dollars (\$50,000) per year;

(c) hire or terminate, or permit any of its subsidiaries to hire or terminate, any key employees;

(d) (i) adopt, amend or modify, or permit any of its subsidiaries to adopt, amend or modify, any equity incentive plan, employee equity ownership plan, profit sharing plan, phantom equity plan, equity appreciation rights plan or any similar plan, program, agreement or arrangement, or (ii) issue, or permit any of its subsidiaries to issue, any equity securities (including rights to acquire equity securities, profits interests, membership interests, profit participation rights, capital stock, partnership interests, ownership interests, debt convertible into any of the foregoing or rights to acquire any of the foregoing) to its or its subsidiaries' officers, managers, directors, trustees, employees, members, partners, shareholders, consultants or service providers;

(e) declare or pay, or permit any subsidiary to declare or pay, directly or indirectly, any dividends or make any distributions upon any of the shares of the capital stock or other equity securities of the Corporation or any of its subsidiaries;

(f) make, or permit any of its subsidiaries to make, any capital expenditures on a consolidated basis during any twelve-month period in excess of Ten Thousand Dollars (\$10,000);

(g) make, or permit any of its subsidiaries to make, any change with respect to the accounting policies, tax elections and tax filing positions of the Corporation or any of its subsidiaries;

(h) amend, terminate or allow to lapse, or permit any of its subsidiaries to amend, terminate or allow to lapse, any insurance policy of the Corporation or any of its subsidiaries;

(i) enter into, respond to or resolve, or permit any of its subsidiaries to enter into, respond to or resolve, any legal proceeding, whether with any governmental entity, third party or otherwise, that would have or would reasonably be expected to have any adverse effect in any material respect on the Corporation or any of its subsidiaries;

(j) change the fiscal year of the Corporation;

(k) effect any liquidation, dissolution or winding up of the Corporation (or any subsidiary) or institute any proceedings to adjudicate the Corporation or any subsidiary as bankrupt, or consent to the filing of a bankruptcy proceeding against any of them, or file a petition or answer or consent seeking reorganization of any of them under any bankruptcy or insolvency law, or consent to the filing of any such petition, or consent to the appointment of a

receiver or liquidator or trustee or assignee in bankruptcy or insolvency, or make any assignment for the benefit of creditors, or admit any inability to pay debts generally as they become due;

(l) effect any (i) capital reorganization of the Corporation or any of its subsidiaries, (ii) reclassification or recapitalization of the capital stock of the Corporation or any of its subsidiaries, (iii) merger or consolidation of the Corporation or any of its subsidiaries, or (iv) transfer of all or a material portion of the assets or capital stock of the Corporation or any of its subsidiaries to any other corporation, entity or person;

(m) amend, supplement, modify, alter, repeal, terminate or waive any provision of the organizational documents of the Corporation or any of its subsidiaries, or file any amendment, resolution or certificate with any Secretary of State or similar governmental entity;

(n) sell, lease, license or otherwise dispose of, or permit any of its subsidiaries to sell, lease, license or otherwise dispose of, any assets (whether tangible or intangible and including the capital stock or membership or other ownership interests of any of its subsidiaries), except for sales of inventory and dispositions of obsolete equipment in the ordinary course of business;

(o) authorize, issue, sell or transfer (by dividend, distribution or otherwise) or obligate or permit any subsidiary to authorize, issue, sell or transfer (contingent or otherwise) (i) any notes or debt securities containing equity features (including, without limitation, any notes or debt securities convertible into or exchangeable for capital stock or other equity securities, issued in connection with the issuance of capital stock or other equity securities or containing profit participation features), (ii) any capital stock or other equity securities (or any securities convertible into or exchangeable for any capital stock or other equity securities, including, without limitation, any options, warrants and other derivative securities), or (iii) any additional shares of Common Stock;

(p) make, or permit any subsidiary to make, any loans or advances to, guarantees for the benefit of, or investments in, any person (other than a wholly-owned subsidiary);

(q) form, organize, incorporate or acquire, or permit any subsidiary to form, organize, incorporate or acquire, any subsidiary (except for any subsidiary that is wholly-owned by the Corporation or any of its subsidiaries);

(r) consummate any initial public offering in respect of the shares of capital stock of the Corporation or any of its subsidiaries;

(s) enter into, or permit any subsidiary to enter into, any agreement with or engage any investment bank;

(t) enter into, or permit any subsidiary to enter into, any contract or agreement that would prohibit, restrict or impair the Corporation or any of its subsidiaries from performing any of their respective obligations;

(u) enter into, or permit any subsidiary to enter into, any material agreements with respect to intellectual property;

(v) enter into, amend or terminate, or permit any subsidiary to enter into, amend or terminate, any material agreement of the Corporation or any of its subsidiaries;

(w) enter into, amend, modify or supplement, or permit any subsidiary to enter into, amend, modify or supplement, any agreement, transaction, commitment or arrangement with any of the Corporation's or any of its subsidiary's officers, directors, managers, shareholders or with any individual or entity that is an affiliate of any of the foregoing, or related by blood, marriage or adoption to any such individual, or with any entity in which any such individual owns a beneficial interest;

(x) enter into any agreement that would prohibit, restrict or impair the Corporation's business operations (including, without limitation, any exclusivity, non-competition, non-solicitation or confidentiality agreements).

## **ARTICLE V BOARD OF DIRECTORS**

The Board of Directors shall consist of not fewer than 1 nor more than 3 directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation and permitted under the FBCA.

## **ARTICLE VI LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) as provided in Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of 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 FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

## **ARTICLE VII INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

**ARTICLE VIII  
REMOVAL OF DIRECTORS**

During their terms of office, directors of the Corporation may be removed at any time upon the approval by vote or written consent of the holders of a majority of the then outstanding shares of Common Stock, voting together as a single class.

**ARTICLE IX  
CALL OF SPECIAL MEETINGS**

Special meetings of the shareholders shall be held if called by the Board of Directors of the Corporation or its President or if the holders of not less than Fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary of the Corporation one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE X  
BYLAWS**

The Board of Directors has adopted Bylaws of the Corporation for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may hereafter be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation.

**ARTICLE XI  
AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed in accordance with the applicable provisions of Florida law.

**ARTICLE XII  
EFFECTIVE TIME**

These Articles of Incorporation shall be effective as of the date on which they are filed with the Department of State of the State of Florida.



IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 29<sup>th</sup> day of September, 2014.

By 

Name: Lawrence De Rose

Title: Director