

F45000003882

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

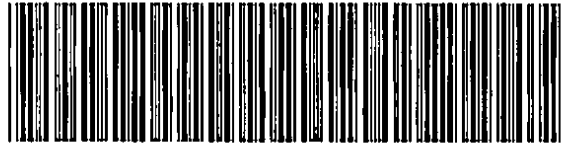
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2022 APR 13 PM 12:16
CLERK OF STATE
TALLAHASSEE, FLORIDA

JUN 25 2022
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COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Application to File Amendment

Name of Corporation

DOCUMENT NUMBER: F95000003882

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adam J. Biehl, Esq.

Name of Contact Person

Bailey Cavalieri LLC

Firm/Company

10 W. Broad Street, Suite 2100

Address

Columbus, Ohio 43215

City/State and Zip Code

clescas@baileycav.com

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

For further information concerning this matter, please call:

Adam J. Biehl

at (614) 229-3124

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)

F95000003882

(Document number of corporation (if known))

1. ADS Alliance Data Systems, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 04/22/1983

(Date authorized to do business in Florida)

08-11-1995

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? 03/23/2022

5. Bread Financial Payments, 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. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

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2022 APR 13 PM 12:46
TALLAHASSEE, FLORIDA

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<hr/>	<hr/>	<hr/>	<input type="checkbox"/> Add
		<hr/>	<input type="checkbox"/> Remove
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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)

Benjamin L. Morgan

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILING FEE \$35.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "BREAD FINANCIAL PAYMENTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF APRIL, A.D. 1983, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE ELEVENTH DAY OF AUGUST, A.D. 1987, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "J. C. PENNEY SYSTEMS SERVICES, INC." TO "J. C. PENNEY SYSTEMS AND CREDIT SERVICES, INC.", FILED THE NINETEENTH DAY OF JANUARY, A.D. 1989, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1989.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

2007312 8310

SR# 20221166265

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

Authentication: 203019804

Date: 03-28-22

Delaware

The First State

Page 2

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "J. C. PENNEY SYSTEMS AND CREDIT SERVICES, INC." TO "JCPENNEY BUSINESS SERVICES, INC.", FILED THE SECOND DAY OF FEBRUARY, A.D. 1989, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF JANUARY, A.D. 1990, AT 3 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF FEBRUARY, A.D. 1990.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "JCPENNEY BUSINESS SERVICES, INC." TO "BSI BUSINESS SERVICES, INC.", FILED THE THIRTEENTH DAY OF DECEMBER, A.D. 1995, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BSI BUSINESS SERVICES, INC." TO "ALLIANCE DATA SYSTEMS, INC.", FILED THE ELEVENTH DAY OF OCTOBER, A.D. 1996, AT 1:31 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, CHANGING ITS NAME FROM "ALLIANCE DATA SYSTEMS, INC." TO "ADS ALLIANCE DATA SYSTEMS, INC.", FILED THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1996, AT 4:30 O'CLOCK P.M.




Jeffrey W. Butlock, Secretary of State

2007312 8310

SR# 20221166265

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Authentication: 203019804

Date: 03-28-22

Delaware

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CERTIFICATE OF AGREEMENT OF MERGER, FILED THE THIRTEENTH DAY OF JULY, A.D. 1999, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "ADS ALLIANCE DATA SYSTEMS, INC." TO "BREAD FINANCIAL PAYMENTS, INC.", FILED THE TWENTY-SECOND DAY OF MARCH, A.D. 2022, AT 4:36 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE TWENTY-THIRD DAY OF MARCH, A.D. 2022 AT 12:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "BREAD FINANCIAL PAYMENTS, INC.".

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

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




Jeffrey W. Gault, Secretary of State

2007312 8310

SR# 20221166265

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

Authentication: 203019804

Date: 03-28-22

Delaware

The First State

Page 1

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 RESTATED CERTIFICATE OF "ADS ALLIANCE DATA SYSTEMS, INC.", CHANGING ITS NAME FROM "ADS ALLIANCE DATA SYSTEMS, INC." TO "BREAD FINANCIAL PAYMENTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MARCH, A.D. 2022, AT 4:36 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE TWENTY-THIRD DAY OF MARCH, A.D. 2022 AT 12:01 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2007312 8100
SR# 20221166265

Authentication: 203019807
Date: 03-28-22

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

**AMENDED & RESTATED CERTIFICATE OF INCORPORATION OF
ADS ALLIANCE DATA SYSTEMS, INC.**

ADS Alliance Data Systems, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies that:

1. The current name of the Corporation is ADS Alliance Data Systems, Inc. The Corporation was originally incorporated under the name "J. C. Penney Systems Services, Inc." The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 22, 1983.

2. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 141, 242 and 245 of the General Corporation Law of the State of Delaware.

3. The text of the Amended and Restated Certificate of Incorporation is set forth in EXHIBIT A attached hereto.

4. This Amended & Restated Certificate of Incorporation shall become effective at 12:01 a.m. (Eastern Time) on March 23, 2022, in accordance with the provisions of Section 103 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, ADS Alliance Data Systems, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by Joseph L. Motes III, a duly authorized officer of the Corporation, on March 22, 2022.

By: 

Joseph L. Motes III
Executive Vice President, Chief Administrative
Officer, General Counsel and Secretary

Exhibit A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BREAD FINANCIAL PAYMENTS, INC.

1. The name of the Corporation is: Bread Financial Payments, Inc. (the "Corporation").
2. The address of its registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is: The Corporation Trust Company.
3. 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 Delaware.
4. The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares, consisting of one thousand (1,000) shares of common stock, par value \$1.00 per share ("Common Stock").
5. Unless otherwise specified in this Amended and Restated Certificate of Incorporation, no holder of shares of stock of the Corporation shall have any preemptive or other right to receive any securities of the Corporation.
6. (a) The number of directors of the Corporation shall be not less than one (1) nor more than ten (10), the exact number to be fixed from time to time in the manner provided by the Bylaws of the Corporation.

(b) Election of directors need not be by written ballot unless the Bylaws shall so provide. No holders of Common Stock of the Corporation shall have any rights to cumulate votes in the election of directors.
7. In furtherance of, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation or adopt new Bylaws, without any action on the part of the stockholders; provided, however, that no such adoption, amendment, or repeal shall be valid with respect to Bylaw provisions that have been adopted, amended, or repealed by the stockholders; and further provided, that Bylaws adopted or amended by the Board of Directors and any powers thereby conferred may be amended, altered, or repealed by the stockholders.
8. The Corporation is to have perpetual existence.
9. (a) A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest

extent permitted by Delaware Law.

- (b) (1) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware Law. The right to indemnification conferred in this ARTICLE NINTH shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by Delaware Law. The right to indemnification conferred in this ARTICLE NINTH shall be a contract right.
 - (2) The Corporation may, by action of its Board of Directors, provide indemnification to such of the employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Delaware Law.
 - (c) The Corporation shall have power to 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 a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss 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 Delaware Law.
 - (d) The rights and authority conferred in this ARTICLE NINTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.
 - (e) Neither the amendment nor repeal of this ARTICLE NINTH, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation or the bylaws of the Corporation, nor, to the fullest extent permitted by Delaware Law, any modification of law, shall adversely affect any right or protection of any person granted pursuant hereto existing at, or arising out of or related to any event, act or omission that occurred prior to, the time of such amendment, repeal, adoption or modification (regardless of when any proceeding (or part thereof) relating to such event, act or omission arises or is first threatened, commenced or completed).
10. The Corporation shall have the right, subject to any express provisions or restrictions contained in this Amended and Restated Certificate of Incorporation or Bylaws of the Corporation, from time to time, to amend this Amended and Restated Certificate of Incorporation or any provision thereof in any manner now or hereafter provided by law,

and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by this Amended and Restated Certificate of Incorporation or any amendment thereof are conferred subject to such right.