

F99000006438

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10 OCT 12 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FFNC
10/14/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Jandy Pool Products, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F99000006438

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Elisa Mojica
(Name of Contact Person)

Zodiac Pool Systems, Inc.
(Firm/Company)

6000 Condor Drive
(Address)

Moorpark, California 93021
(City/State and Zip Code)

For further information concerning this matter, please call:

Elisa Mojica at (805) 529-2000 ext. 521
(Name of Contact Person) (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)

F99000006438

(Document number of corporation (if known))

1. Jandy Pool Products, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware
(Incorporated under laws of)
3. 11/22/1999
(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 law of its jurisdiction of incorporation? Yes

5. Zodiac Pool Systems, 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)

Elisa Mojica
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
Elisa Mojica
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

FILED
10 OCT 12 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ZODIAC POOL SYSTEMS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

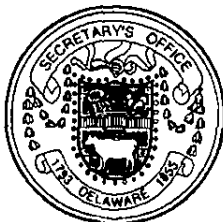
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "LAARS, INC." TO "JANDY POOL PRODUCTS, INC.", FILED THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2005, AT 2:58 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRTEENTH DAY OF NOVEMBER, A.D. 2006, AT 1:57 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SECOND DAY OF APRIL, A.D. 2008, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "JANDY POOL PRODUCTS, INC." TO "ZODIAC POOL SYSTEMS, INC.", FILED THE TENTH DAY OF SEPTEMBER, A.D. 2008, AT 3:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "ZODIAC POOL SYSTEMS, INC."



3107192 8100H

100887419

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8211921

DATE: 09-07-10

CERTIFICATE OF INCORPORATION

FIRST: The name of the corporation is:

Laars, Inc.

SECOND: The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares of Common Stock of the par value of \$.01 per share.

FIFTH: The name and mailing address of the incorporator are: Cindy Sabish, Kirkpatrick & Lockhart LLP, 1500 Oliver Building, Pittsburgh, Pennsylvania 15222.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH: The corporation shall indemnify, to the fullest extent now or hereafter permitted by law, each director or officer of the corporation who was or is made a party or is threatened to be made a party to 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 an authorized representative of the corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided however, that this provision shall not eliminate or limit the liability of a director to the extent that such elimination or limitation of liability is expressly prohibited by the General Corporation Law of the State of Delaware as in effect at the time of the alleged breach of duty by such director.

Any repeal or modification of this Article by the stockholders of the corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article. The rights conferred by this Article shall not be exclusive of any other right which the corporation may now or hereafter grant, or any person may have or hereafter acquire, under any statute, provision of this Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise. The rights conferred by this Article shall continue as to any person who has ceased to be a director or officer of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

For the purposes of this Article, the term "authorized representative" shall mean a director, officer, employee or agent of the corporation or of any subsidiary of the corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the corporation or by any subsidiary of the corporation, or a person who is or was serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the corporation.

THE UNDERSIGNED, being the incorporator named above, for the purposes of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 5th day of October, 1999.

Cindy Sabish
Cindy Sabish, Incorporator

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:32 PM 06/27/2005
FILED 02:58 PM 06/27/2005
SRV 050534285 - 3107192 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LAARS, INC.,
a Delaware corporation**

Laars , Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (this "Corporation"), DOES HEREBY CERTIFY:

FIRST: That pursuant to an Action by Unanimous Written Consent of the Directors of this Corporation, the Directors adopted a resolution setting forth a proposed amendment of the Certificate of Incorporation of this Corporation, declaring said amendment to be advisable and authorizing the officers of this Corporation to present the proposed amendment to the stockholders of this Corporation for their consideration. To follow is the resolution setting forth the proposed amendment:

NOW, THEREFORE, BE IT RESOLVED, that Article First of the Certificate of Incorporation of this Corporation be, and hereby is, amended and restated in full as set forth below:

"FIRST: The name of this corporation is: Jandy Pool Products, Inc."

SECOND: That pursuant to the provisions of Section 228 of the Delaware General Corporation Law, the stockholders of this Corporation consented to the amendment.

THIRD: That the amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, Laars, Inc. has caused this Certificate to be
signed by Richard D. Tipton, its Secretary, this 27th day of June 2005.

LAARS, INC.,
a Delaware corporation

By: /s/ Richard D. Tipton
Richard D. Tipton
Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:57 PM 11/13/2006
FILED 01:57 PM 11/13/2006
V 061037006 - 3107192 FILE

**STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE**

The Board of Directors of

JANDY POOL PRODUCTS, INC.

a Delaware Corporation, on this 31ST day of
OCTOBER, A.D. 2006, do hereby resolve and order that the
location of the Registered Office of this Corporation within this State be, and the
same hereby is:

815 South DuPont Highway

City of Dover

County of Kent

19901

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is:

National Corporate Research, Ltd.

JANDY POOL PRODUCTS, INC.

a Corporation of Delaware does hereby certify that the foregoing is a true copy of a
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by an authorized officer, the 31ST day of OCTOBER,
A.D., 2006.

By: Mark Cortell

Authorized Officer

Name: MARK CORTELL

Print or Type

Title: Corporate Counsel & Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:21 PM 04/02/2008
FILED 12:00 PM 04/02/2008
SRV 080385392 - 3107192 FILE

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE

AND OF REGISTERED AGENT

OF

JANDY POOL PRODUCTS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:

JANDY POOL PRODUCTS, INC.

2. The registered office of the corporation within the State of Delaware is hereby changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on March 26th, 2008

Elisa Mojica
Name: Elisa Mojica
Title: Assistant Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:43 PM 09/10/2008
FILED 03:43 PM 09/10/2008
V 080942781 - 3107192 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
JANDY POOL PRODUCTS, INC.,
A Delaware Corporation**

Jandy Pool Products, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (this "Corporation"), DOES HEREBY CERTIFY:

FIRST: That pursuant to an Action by Unanimous Written Consent of the Directors of this Corporation, the Directors adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of this Corporation, declaring said amendment to be advisable and authorizing the officers of this Corporation to present the proposed amendment to the stockholders of this Corporation for their consideration. To follow is the resolution setting forth the proposed amendment:

NOW THEREFORE, BE IT RESOLVED, that Article First of the Certificate of Incorporation of this Corporation be, and hereby is, amended and restated in full as set forth below:

FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is:

Zodiac Pool Systems, Inc.

SECOND: That pursuant to the provisions of Section 228 of the Delaware General Corporation Law, the stockholders of this Corporation consented to the amendment.

THIRD: That the amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, Jandy Pool Products, Inc. has caused this Certificate to be signed by Anthony D. Prudhomme, its Vice President, Chief Financial Officer and Treasurer, this 9th day of September, 2008.

JANDY POOL PRODUCTS, INC.
a Delaware corporation

By: 

Anthony D. Prudhomme
Vice President, Chief Financial Officer and
Treasurer