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Page: 1 of 2

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Holland & Knight, LLP

From: Esmi.Diazdon@hklaw.com

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
HAYDAY, INC.

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Help

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**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HAYDAY, INC.**

The undersigned, Scott Savin, being an Executive Vice President of Hayday, Inc., a Florida corporation (the "**Corporation**"), hereby states as follows on behalf of the Corporation:

1. The Corporation was incorporated as Hayday Acquisition, Inc. ("**Acquisition**") on July 25, 1984, the date on which the Articles of Incorporation were filed with the Secretary of State of the State of Florida under Document Number H13844. The Hecht Corporation, a Florida corporation, was merged with and into Acquisition on August 31, 1984, the date on which the Articles of Merger were filed with the Secretary of State of the State of Florida. Hayday, Inc., a Florida corporation, was merged with and into Acquisitions on August 31, 1984, the date on which the Articles of Merger were filed with the Secretary of State of the State of Florida. The name of Acquisition was changed to Hayday, Inc. on September 7, 1984, the date on which the Articles of Amendment to the Articles of Incorporation were filed with the Secretary of State of the State of Florida. The Articles of Incorporation were further amended by the filing of Amended and Restated Articles of Incorporation on June 27, 1996, Second Amended and Restated Articles of Incorporation on June 30, 2004 and Third Amended and Restated Articles of Incorporation on December 29, 2004.

2. The Board of Directors of the Corporation and the holder of all of the outstanding shares of the Corporation's capital stock approved the amendment and restatement of the Third Amended and Restated Articles of Incorporation by written consent as of February 29, 2024 and the number of votes cast therefor by the shareholder in a manner required by Florida Business Corporation Act (the "**FBCA**") and by the Corporation's Third Amended and Restated Articles of Incorporation was sufficient for approval.

3. The effective date of these Fourth Amended and Restated Articles of Incorporation shall be the date of filing with the Department of State of the State of Florida.

4. In compliance with the requirements of the FBCA, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I: NAME

The name of the corporation is HAYDAY, INC.

ARTICLE II: PRINCIPAL OFFICE

The street address of the Corporation's principal office is 866 Ponce de Leon Blvd., Coral Gables, Florida 33134, and the mailing address of the Corporation is P.O. Box 350940, Miami, Florida 33135.

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ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented, including, without limitation, owning and leasing certain real property located in the City of Miami, commonly known as Central Shopping Plaza (the "**Premises**"), which Premises are subject to an Agreement of Lease, dated December 29, 2020, by and between Corporation, as ground lessor, and CSP Commercial I, L.L.C. as ground lessee (the "**Ground Lease**").

Notwithstanding anything to the contrary set forth above, until the Redemption Loan Obligations (as defined below) have been satisfied, the Corporation will not (i) transfer, convey, mortgage or otherwise encumber any its right, title and interest in the Premises or the Ground Lease (except to that the extent the foregoing is effectuated by Ground Lessee such that the Corporation's failure to permit same would constitute a default, by the Corporation, under the Ground Lease), (ii) issue certificated or uncertificated shares of the Corporation's stock or (iii) amend this Article III. As used herein, the term "**Redemption Loan Obligations**" means Corporation's indebtedness under the Secured Promissory Note issued by Southwest Florida Enterprises, Inc. (the "**Note Issuer**") on or about February 29, 2024, pursuant to a Redemption Agreement of even date therewith among the Note Issuer, West Flagler Associates, Ltd. and the Sellers named therein.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 1,000, all of which shall be common stock with a par value of \$0.01 per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 866 Ponce de Leon Blvd., Coral Gables, Florida 33134. The name of the registered agent of the Corporation at that office is Alexander Havenick.

ARTICLE VI: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended (but only to the extent that such amendment provides more favorable indemnification to indemnitees), any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

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ARTICLE VII: RELATED PARTIES

No contract or other transaction between the Corporation and any other corporation or other entity, and no act of the Corporation, shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation or other entity. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the Corporation who is also a director or an officer of such other corporation or entity, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such corporation or entity, or not so interested.

ARTICLE VIII: RESTATEMENT

This amendment and restatement of the Third Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation of the Corporation and all amendments thereto and all amendments and restatements thereof through the date hereof.

In Witness Whereof, these Fourth Amended and Restated Articles of Incorporation have been executed by the undersigned in his capacity as Executive Vice President of the Corporation on as of February 29, 2024.

DocuSigned by:

Scott Savin

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Scott Savin, Executive Vice President

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