

L14000086110

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

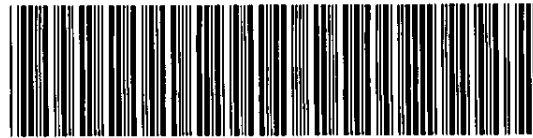
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2014 JUN 13 10:36
STATE OF FLORIDA

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2014 JUN 13 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L14-86110

N. Gulligan JUN 18 2014



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 175677 4305738

AUTHORIZATION

COST LIMIT : \$ 25.00

ORDER DATE : June 12, 2014

ORDER TIME : 9:04 AM

ORDER NO. : 175677-005

CUSTOMER NO: 4305738

DOMESTIC AMENDMENT FILING

NAME: PEARL BROOK CAPITAL
MANAGEMENT LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

175677

June 16, 2014

CSC
EMILY GRAY
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: PEARL BROOK CAPITAL MANAGEMENT LLC
Ref. Number: L14000086110

We have received your document for PEARL BROOK CAPITAL MANAGEMENT LLC and the authorization to debit your account in the amount of \$25.00. However, the document has not been filed and is being returned for the following:

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 605, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

If you want to correct the effective date for the company you must file statement of correction.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tammi Cline
Regulatory Specialist II

Letter Number: 214A00012937

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
PEARL BROOK CAPITAL MANAGEMENT LLC**

Pursuant to Section 605.0202 of the Florida Statutes, the Members, desire to amend and restate the Articles of Organization of the Company in their entirety.

ARTICLE I. - Name.

The name of the Limited Liability Company is:

"Pearl Brook Capital Management LLC" (the "**Company**").

ARTICLE II. - Principal Office.

The mailing address and street address of the principal office of the Company is:

8270 Woodland Center Boulevard, Suite 117
Tampa, Florida 33614.

ARTICLE III. - Registered Agent, Registered Office & Registered Agent's Signature.

The name and Florida street address of the registered agent is as follows:

Corporation Service Company
1201 Hays Street
Tallahassee, Leon County, Florida 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.

Registered Agent Signature:

By:

Emily Gray
Name: *Emily Gray*
Title: *Asst VP*

ARTICLE IV. - Manager.

The name and address of each person authorized to manage and control the Company is:

Title:

MGR

Name and Address:

Indraneel Das
8270 Woodland Center Boulevard, Suite 117
Tampa, Florida 33614

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ARTICLE V. - Written Operating Agreement.

Any operating agreement entered into by the members of the Company, and any amendments or restatements thereof, must be in writing. No oral agreement among any of the members or manager(s) of the Company will be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any such written operating agreement of the Company.

ARTICLE VI. - Manager-Managed Company.

The Company will be "manager-managed" within the meaning of the Act, and no member of the Company, solely by reason of such member's membership in the Company, may be considered or relied upon to be an agent of the Company for the purpose of binding the Company with respect to any transaction or other obligation whatsoever.

ARTICLE VII. - Liability.

In any proceeding brought by or in the right of the Company or brought by or on behalf of its members, no manager or member will be liable to the Company or its members for any monetary damages with respect to any transaction, occurrence, course of conduct, or otherwise, except for liability resulting from such manager's or member's having engaged in conduct involving bad faith, willful or intentional misconduct, or a knowing violation of law.

ARTICLE VIII. - Indemnification.

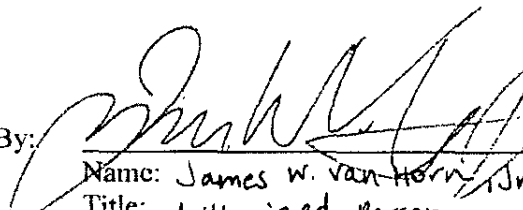
Except as otherwise limited by applicable law, the Company shall indemnify each of its managers and members (including advancing and reimbursing expenses) if any such manager or member is made a party to a proceeding, whether such manager or member is serving the Company or, at its request, any other entity, to the extent that any such member or manager conducted himself/herself in good faith and believed that his/her conduct was in the best interest of the Company, and in the case of a criminal proceeding, that he/she had no reasonable cause to believe his/her conduct was unlawful. The Company may indemnify its other employees and agents (including advancing and reimbursing expenses) if such employees or agents are made a party to a proceeding, to the extent and under the procedures authorized by the manager(s) of the Company and permitted by law. The manager(s) of the Company may take such action as is necessary to carry out these indemnification provisions and are expressly empowered to adopt, approve and amend from time to time such resolutions or contracts implementing such provisions as may be permitted by law.

ARTICLE IX. - Effective Date.

The effective date for this Company shall be May 29, 2014.

Signature of Authorized Representative:

By:


Name: James W. van Horn, Jr.
Title: Authorized Person

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TALLAHASSEE, FLORIDA

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(In accordance with s.605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, Florida Statutes.)