

L20354

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HENDERSON STAR BRIGHT CORPORATION**

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E. CARROTHERS

6/30/2016 3:15:24 PM From: To: 8506176380(2/9)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Henderson Star Bright Corporation

DOCUMENT NUMBER: L20354

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John B. Condon

Name of Contact Person

Henderson Group, Inc.

Firm/ Company

112 Chesley Drive, Suite 200

Address

Media, PA 19063

City/ State and Zip Code

jcondon@hendersongroupinc.com

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

For further information concerning this matter, please call:

John J. Coyle 4th

at (610) 627-3619

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 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

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TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Henderson Star Bright Corporation

(Name of Corporation as currently filed with the Florida Dept. of State)

L20354

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. 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: _____, Florida _____
(City) (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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

See attached Exhibit A, which amends and restates the Articles of Incorporation in their entirety.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated June 14, 2016 _____

Signature John B. Condon
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John B. Condon

(Typed or printed name of person signing)

Treasurer

(Title of person signing)

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EXHIBIT A

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HENDERSON STAR BRIGHT CORPORATION**

Pursuant to the provisions of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopt the following Second Amended and Restated Articles of Incorporation of the above captioned Florida corporation (the "Corporation"), having Florida Document Number L20354 and originally filed with the Secretary of State of Florida on October 4, 1989:

ARTICLE I. NAME

The name of the Corporation is: Henderson Star Bright Corporation

ARTICLE II. DURATION

This Corporation shall begin upon the filing of its Articles of Incorporation with the Secretary of State of Florida and shall continue perpetually.

ARTICLE III. STREET ADDRESS AND MAILING ADDRESS

The street address and mailing address of the Corporation shall be 1800 Penn Street, Suite 11, Melbourne, Florida 32901

ARTICLE IV. PURPOSES

This Corporation is incorporated for any lawful purpose and may engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act with all of the powers of such corporations.

ARTICLE V. AUTHORIZED SHARES

The Corporation shall have the authority to issue one hundred thousand (100,000) shares, all of which shall be Common Shares each having a par value of One Hundred Dollars (\$100). All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation shall be 1800 Penn Street, Suite 11, Melbourne, Florida 32901. The Corporation's registered agent at said office shall be Michael S. Ullian.

ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors shall consist of at least three (3) directors. The number of directors may be either increased or diminished from time to time in accordance with the bylaws of the Corporation, but shall never be less than three (3).

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing the original Articles of Incorporation was Patrick F. Healy, 700 South Babcock Street, Suite 400, P.O. Box 2523, Melbourne, FL 32902

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders as provided by the Florida Business Corporation Act.

ARTICLE XI. CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors.

ARTICLE XII. SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount amounts set forth opposite their names:

William C. Potter 100 Shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other person unless such shares are first offered to the remaining shareholder or to this corporation.

ARTICLE XIV. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation for the same kind as that which he already holds shall have the right to purchase his pro. rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The foregoing Second Amended and Restated Articles of Incorporation of the Corporation were adopted by the Board of Directors and shareholders as set forth in Section 607.1103 of the

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Florida Business Corporation Act. The number of votes cast for the amendment by the shareholders was sufficient for its approval.