

L 965 35

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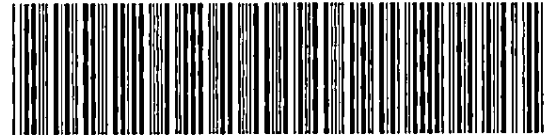
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S TALLENT

JAN 23 2019

19 JAN 18 AM 8:04

FILED
19 JAN 18 AM 11:41

Awarded & Restated



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 22, 2019

ADVANCED INCORPORATING SERVICE
DAVID'S BRIDAL, INC.

SUBJECT: DAVID'S BRIDAL, INC.
Ref. Number: L96535

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

RESTATED ARTICLES OF INCORPORATION FOR A FLORIDA PROFIT CORPORATION ARE FILED PURSUANT TO SECTION 607.1007, FLORIDA STATUTES.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 519A00001546

Advanced Incorporating Service

1317 California Street
P.O. Box 20396
Tallahassee, FL 32316

Phone: 850-222-CORP
Fax: 850-575-2724
Email: orders@aisincfl.com
Website: www.aisincfl.com

NAME OF ENTITY <u>David's Bridal, Inc.</u> _____ _____ _____	FOR OFFICE USE ONLY
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PICK ONE:

___ CERTIFIED COPY PHOTOCOPY ___ C.U.S.

FILING:

___ CORPORATION ___ LLC ___ LIMITED PARTNERSHIP ___ GENERAL PARTNERSHIP
___ FICTITIOUS NAME ___ SERVICEMARK/TRADEMARK AMENDMENT
___ FOREIGN QUALIFICATION ___ JUDGMENT LIEN
___ OTHER _____

RETRIEVAL:

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of _____

APOSTILLE/CERTIFICATION REQUEST:

Country _____

Amount of Documents _____

DATE 11/18/19 TIME _____

Notes:

**SIXTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DAVID'S BRIDAL, INC.**

FILED
19 JAN 19 AM 11:38
CLERK OF SUPERIOR COURT
DAVIDSON COUNTY, NC

David's Bridal, Inc. (the "Corporation") desires to amend and restate in its entirety the Fifth Amended and Restated Articles of Incorporation pursuant to this Sixth Amended and Restated Articles of Incorporation (this "Certificate"), which was duly adopted on January 18, 2019 in accordance with the provisions of Section 607.1008 of the Florida Business Corporation Act. The Corporation certifies that the filing of this Certificate is authorized by the *Findings of Fact, Conclusions of Law, and Order (I) Approving Debtors' (A) Disclosure Statement (B) Solicitation of Votes and Voting Procedures and (C) Form of Ballots, and (II) Confirming Joint Prepackaged Chapter 11 Plan of Reorganization of David's Bridal, Inc. and Its Affiliated Debtors* [Docket No. 279] at ¶¶ 12 - 14, entered by the United States Bankruptcy Court for the District of Delaware on January 4, 2019. The Fifth Amended and Restated Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I

The name of the corporation is David's Bridal, Inc. (the "Corporation").

ARTICLE II

The principal place of business and mailing address of the Corporation is 1001 Washington Street, Conshohocken, Pennsylvania 19428.

ARTICLE III

The purpose of the Corporation shall be any lawful purpose.

ARTICLE IV

The Corporation is authorized to issue ten-thousand (10,000) shares of common stock, par value \$0.01 per share.

ARTICLE V

The number of directors which shall constitute the whole Board of Directors of the Corporation shall be fixed by, or in the manner provided in, the bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE VII

The registered office of the Corporation shall be located at 1201 Hays Street, Tallahassee, Florida 32301 and the registered agent of the Corporation at such office shall be Corporation Service Company. The Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation shall have the power to adopt, amend, repeal or otherwise alter the bylaws of the Corporation without any action on the part of the shareholders; provided, however, that any bylaws of the Corporation made by the Board of Directors of the Corporation and any and all powers conferred by any of said bylaws may be amended, altered or repealed by the shareholders in the manner provided in the bylaws of the Corporation.

ARTICLE IX

To the fullest extent permitted by the Florida Business Corporation Act (the "FBCA"), as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this ARTICLE IX, nor the adoption of any provision of these Articles of Incorporation inconsistent with this ARTICLE IX shall eliminate or reduce the effect of this ARTICLE IX in respect to any matter occurring, or any cause of action, proceeding, suit or claim that, but for this ARTICLE IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X

The Corporation shall, to the fullest extent permitted by applicable law, as it may be amended and supplemented from time to time, indemnify, and advance expenses to, any and all persons serving as members of the Board of Directors of this Corporation or any testator or intestate of any of the Corporation whom it shall have the power to indemnify under such law against any expenses, liabilities or other matters referred to in or covered by the FBCA, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the FBCA.

The Corporation may indemnify, and advance expenses to, any officer, employee or other agent or any testator or intestate of any of the foregoing of this Corporation or any other person the FBCA permits the Corporation to indemnify to the fullest extent permitted by applicable law, through bylaw provisions, agreements with any such officer, employee or other agent or other person, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the FBCA. The indemnification and advancement of expenses provided for in this ARTICLE X shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Neither any amendment nor repeal of this ARTICLE X, nor the

adoption of any provision of these Articles of Incorporation inconsistent with this ARTICLE X shall eliminate or reduce the effect of this ARTICLE X in respect to any matter occurring, or any cause of action, proceeding, suit or claim that, but for this ARTICLE X, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XI

The Corporation is an Affiliate (as defined in the Second Amended and Restated Certificate of Incorporation of DB Investors, Inc. (the "DB Investors Certificate of Incorporation")) of DB Investors, Inc., and corporate opportunities with respect to the Corporation shall be governed by Article 9 of the DB Investors Certificate of Incorporation, *mutatis mutandis*.

ARTICLE XII

Except as otherwise provided herein, these Articles of Incorporation may be amended in the manner provided by law.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused its name to be affixed to this document as of the date hereof.

DAVID'S BRIDAL, INC.

By: 

Name: Joan M. Hilson

Title: Executive Vice President, Chief Financial Officer and Chief Operating Officer