

M140000433

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(City/State/Zip/Phone #)

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17 APR 27 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S Warren

APR 28 2017

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Kellwood Holding, LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joan Wise

Name of Person

Kellwood Company, LLC

Firm/Company

600 Kellwood Parkway Suite 200

Address

Chesterfield MO 63017

City/State and Zip Code

joan.wise@kellwood.com

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

For further information concerning this matter, please call:

Joan Wise

Name of Person

at (314) 576-3350

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- ☒ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: Kellwood Holding, LLC

Enter new principal office address, if applicable: _____

(Principal office address
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address
MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M14000000433

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: 1/23/2014

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: Contemporary Apparel Holding, LLC
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, Florida

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Manager	Jonathan H. Borell	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486	<input checked="" type="checkbox"/> Add
			<input type="checkbox"/> Remove
Manager	Brandi K. Wilson	600 Kellwood Parkway, Suite 200, Chesterfield, MO 63017	<input checked="" type="checkbox"/> Add
			<input type="checkbox"/> Remove
Manager	Maxwell C. Lentz	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486	<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
Manager	Joseph J. Lombardi	600 Kellwood Parkway, Suite 200, Chesterfield, MO 63017	<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Signature of the authorized representative

Keith A. Grypp, Secretary

Typed or printed name of signee

Filing Fee: \$25.00

FILED
17 APR 27 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "KELLWOOD HOLDING, LLC", CHANGING ITS NAME FROM "KELLWOOD HOLDING, LLC" TO "CONTEMPORARY APPAREL HOLDING, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2016, AT 4:23 O'CLOCK P.M.



5438808 8100
SR# 20172797207

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202434341
Date: 04-25-17

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:23 PM 12/21/2016
FILED 04:23 PM 12/21/2016
SR 20167208062 - File Number 5438808

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
KELLWOOD HOLDING, LLC**

*In accordance with the provisions of §18-208 of the
Limited Liability Company Act of the State of Delaware*

It is hereby certified that:

1. The name of the limited liability company (hereinafter called the "Company") is Kellwood Holding, LLC.
2. The Company filed its original Certificate of Formation with the Delaware Secretary of State on November 26, 2013.
3. Pursuant to provisions of Section 18-208 of the Limited Liability Company Act of the State of Delaware, the Certificate of Formation of the Company is hereby amended and restated to read as follows:

FIRST

The name of the limited liability company is Contemporary Apparel Holding, LLC.

SECOND

The address of the Company's registered office in the State of Delaware is located at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name and address of the registered agent of the Company for service of process in the State of Delaware is The Corporation Trust Company located at 1209 Orange Street, in the City of Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned executed this Amended and Restated Certificate of Formation on this 21 day of December, 20 16.

By: 
Name: Keith A. Grypp
Title: Authorized Person