

2/20/2019

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

Certificate of Status	0
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*Amended  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AERA, INC.  
(A Florida Not for Profit Corporation)**

Pursuant to the provisions of Section 617.1007, Florida Statutes, AERA, Inc. (hereinafter called the "Corporation"), a Florida not for profit corporation, whose Articles of Incorporation were originally filed on December 23, 1986, and amended on March 16, 2012, hereby adopts the following Amended and Restated Articles of Incorporation which amend and restate the Articles of Incorporation to read as follows below. The Board of Directors of the Corporation adopted the below Amended and Restated Articles of Incorporation on February 19, 2019 as there are no current members of the Corporation.

**ARTICLE I - NAME**

The name of the corporation shall be AERA, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The place in Florida where the principal office of the Corporation is to be located is 3000 Old Chemstrand Road, Cantonment, Florida 32533.

**ARTICLE III - NATURE OF BUSINESS**

The purpose for which this corporation is organized is to provide for the mutual assistance, enjoyment, and recreation of its members socially and physically by encouraging them in participation in some form of athletics or recreation, and to own and hold property for its members to engage in such recreational endeavors.

**ARTICLE IV - MEMBERSHIP**

The corporation shall have one class of membership, the qualification and rights of which will be set forth in the bylaws.

**ARTICLE V - DIRECTORS**

The number of directors of this corporation shall be not less than three nor more than nine. That number may be increased or decreased within the limitations set forth herein and by the bylaws of the corporation. The manner in which the directors are to be elected or appointed shall be stated in the bylaws.

**ARTICLE VI - SUPPORT**

Because of the support lent to the Corporation, the Board of Directors will take no action which may be deemed detrimental to Ascend Performance Materials Operations LLC or its affiliates. However, to be clear, no part of the organization's net earnings will inure to the benefit of Ascend Performance Materials Operations LLC.

#### ARTICLE VII - DISSOLUTION

This corporation may be dissolved by a vote of two-thirds of its board of directors after fifteen (15) days' notice has been given or by unanimous written consent. In case of dissolution, the remaining assets or proceeds from such assets shall be distributed upon members then in good standing with the Corporation.

#### ARTICLE VIII - REGISTERED AGENT

The name and address of the Registered Agent are the following:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended by a vote of two-thirds of its board of directors.

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Amended and Restated Certificate of Incorporation this 19<sup>th</sup> day of February 2019.

AERA, INC.

By: Kathleen Young

Name: Kathleen Young

Title: President