

P020000011310

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*Amended &  
Restated*

SECRETARY OF STATE  
AMADOR COUNTY

APR - 6 AM 8:18  
2023 APR - 4 PM 3:58

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A. RAMSEY

APR - 7 2023

APR - 7 2023

A. RAMSEY

\*002250, 00524, 00671



115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
P: 866.625.0838  
F: 866.625.0839  
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 04/04/2023

Name: Greg Pintacuda

Reference #: 1957065

Entity Name: IN YOUR DREAMS INTERNATIONAL, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other PLEASE PROVIDE CERTIFIED COPY AFTER FILING

Authorized Amount: \$50,437.75

Signature: [Signature]



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 5, 2023

COGENCYGLOBAL

TALLAHASSEE, FL 32301

SUBJECT: IN YOUR DREAMS INTERNATIONAL, INC.  
Ref. Number: P02000011310

We have received your document for IN YOUR DREAMS INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

Please give the date of adoption by the shareholders in paragraph 4. Please change the wording in paragraph 2,3,4 and 5 to "Amended and Restated" instead of "Restated".

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.

Annette Ramsey  
OPS

Letter Number: 323A00007691

2023 APR -6 AM 11:53  
DIVISION OF CORPORATIONS  
FLORIDA

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
IN YOUR DREAMS INTERNATIONAL, INC.

2023 APR -6 AM 8:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned, on behalf of In Your Dreams International, Inc., a Florida corporation (the "Corporation") incorporated on January 31, 2022, and having Florida File Number P02000011310, hereby adopts and files these Amended and Restated Articles of Incorporation (these "Restated Articles of Incorporation").

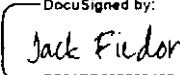
1. Name of the Corporation. The name of the corporation is In Your Dreams International, Inc..
2. Amended and Restated Articles of Incorporation. The text of the Amended and Restated Articles of Incorporation of the Corporation is attached hereto as **Exhibit A**.
3. Article Consolidation. These Amended and Restated Articles of Incorporation consolidate all amendments into a single document.
4. Required Adoption Information. These Amended and Restated Articles of Incorporation were adopted unanimously by the sole shareholder of the Corporation on March 27, 2023. The number of votes cast for these Amended and Restated Articles of Incorporation by the shareholder were sufficient for approval.
5. Effective Date. The effective date of these Amended and Restated Articles of Incorporation shall be the date that these Amended and Restated Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

*[Signature page follows]*

I submit these Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

Signed on this 27th day of March, 2023.

IN YOUR DREAMS INTERNATIONAL, INC.

DocuSigned by:  
  
By: BEA1DD6830E3402  
Name: Jack Fiedor  
Title: Secretary and CFO

**EXHIBIT A**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

See attached.

## **ARTICLE I: NAME**

The name of the corporation is In Your Dreams International, Inc.

## **ARTICLE II: PRINCIPAL OFFICE**

The street and mailing address of the principal office of the Corporation is 5101 Fruitville Rd., Suite 200, Sarasota, FL 34232.

## **ARTICLE III: PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Act as it now exists or may hereafter be amended or supplemented.

## **ARTICLE IV: SHARES**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 5,000, all of which shall be common stock with a par value of \$.01 per share.

## **ARTICLE V: DIRECTORS AND OFFICERS**

The number of members of the board of directors of the Corporation (the "Board") shall be set forth in the Corporation's bylaws (as may be amended from time to time) (the "Bylaws"), and such number may be increased or decreased from time to time in accordance with the terms of the Corporation's Bylaws, but shall never be less than one. The officers of the Corporation shall be appointed by the Board of the Corporation in accordance with the terms of the Bylaws. The Board has the power to adopt, amend or repeal the Bylaws. Each director of the Corporation shall be entitled to cast one (1) vote on any matter subject to determination by the Board, provided that the OEP Director (as defined in the Bylaws) shall be entitled to cast two (2) votes on any matter subject to determination by the Board.

## **ARTICLE VI: REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the registered agent of the Corporation at that office is Corporation Service Company.

## **ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Act and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Unless otherwise prohibited by the Act, and except as otherwise provided in the previous sentence, the Board shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made or threatened to be made, a party to any action, suit or proceeding by reason of the fact that

such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction. Any amendment, repeal, or modification of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.