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Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
BFC 2 INC.

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BFC 2 Inc.

DOCUMENT NUMBER: P02000060229

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

Please return all correspondence concerning this matter to the following:

Mark D. Berry, Assistant Secretary

Name of Contact Person

BFC 2 Inc.

Firm/ Company

133 Peachtree Street NE

Address

Atlanta, GA 30303

City/ State and Zip Code

GP.Law@gapac.com

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

For further information concerning this matter, please call:

Mark D. Berry

Name of Contact Person

at (404) 652-2516

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 &
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☐ \$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

FILED

SEP 16 PM 2:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

BFC 2 INC.

(a Florida corporation)

The undersigned, Mark D. Berry, certifies that he is the Assistant Secretary of BFC 2 Inc. (the "Corporation"), a corporation organized and existing under the laws of Florida, and does hereby certify:

1. The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on May 30, 2002.
2. The Corporation was organized and exists under and by virtue of the Florida Business Corporation Act of the State of Florida ("FBCA").
3. These Amended and Restated Articles of Incorporation amend and restate the Articles of Incorporation of the Corporation.
4. These Amended and Restated Articles of Incorporation have been duly recommended by the Corporation's Board of Directors to the Corporation's sole shareholder, and duly adopted by the Corporation's sole shareholder, which is sufficient for approval, all in accordance with Section 607.1003, 607.1006 and 607.1007 of the FBCA.
5. These Amended and Restated Articles of Incorporation shall be effective upon its filing with the Secretary of State of the State of Florida.
6. Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the FBCA, the text of these Amended and Restated Articles of Incorporation of the Corporation are hereby amended and restated in its entirety as follows:

ARTICLE I

The name of the Corporation is BFC 2 Inc.

ARTICLE II

The principal place of business and mailing address of the Corporation is 133 Peachtree Street N.E., Atlanta, Georgia 30303.

ARTICLE III

The address of the Corporation's registered office in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the Corporation's registered agent at such address is CT Corporation System. The registered office and/or registered agent of the Corporation may be changed from time to time by action of the board of directors of the Corporation (the "Board").

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

 Terrell Kearney Asst. Secretary
Representative of CT Corporation System

ARTICLE IV

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the FBCA, as amended.

ARTICLE V

The total number of shares of stock which the Corporation is authorized to issue is 1,000. All shares shall be Common Stock, \$1.00 par value, and are to be of one class.

ARTICLE VI

The name and address of the Incorporator is Mary Ann Jackson, 165 Madison Ave., 20th Floor, Memphis, Tennessee 38103.

ARTICLE VII

(a) Limitation of Liability.

(i) To the fullest extent permitted by the FBCA as it now exists or may hereafter be amended (but, in the case of any such amendment to the FBCA, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages arising from a breach of fiduciary duty owed to the Corporation or its stockholders for acts or omissions which occurred on or prior to the date of these Amended and Restated Articles of Incorporation adopted on August 23, 2013.

(ii) Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(b) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including involvement as a witness) in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she was a director or officer of the Corporation on or prior to the date of these Amended and Restated Articles of Incorporation adopted on August 23, 2013, or, while a director or officer of the Corporation on or prior to the date of these Amended and Restated Articles of Incorporation, 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 or other enterprise on or prior to the date of these Amended and Restated Articles of Incorporation adopted on August 23, 2013, including service with respect to an employee benefit plan (an "Indemnitee"), whether the basis of such Proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the FBCA, as the same exists or may hereafter be amended (but, in the case of any such amendment to the FBCA, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith and such indemnification shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee's heirs, executors and administrators; provided, however, that, except as provided in Section (c) of this ARTICLE VII with respect to Proceedings to enforce rights to indemnification, the Corporation shall indemnify any such Indemnitee in connection with a Proceeding (or part thereof) initiated by such Indemnitee only if such Proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this Section (b) of ARTICLE VII shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such Proceeding in advance of its final disposition (an "Advance

of Expenses"); provided that, if and to the extent that the FBCA requires, an Advance of Expenses incurred by an Indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was rendered by such Indemnitee, including service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (an "Undertaking"), by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnitee is not entitled to be indemnified for such expenses under this Section (b) of this ARTICLE VII or otherwise. The Corporation may, by action of the Board, provide indemnification to directors, officers, employees and agents of the Corporation who are appointed after the adoption of these Amended and Restated Articles of Incorporation with the same scope and effect as the foregoing indemnification of the Indemnitees.

(c) Procedure for Indemnification. Any indemnification of a director or officer of the Corporation or Advance of Expenses under Section (b) of this ARTICLE VII shall be made promptly, and in any event within forty-five (45) days (or, in the case of an Advance of Expenses, twenty (20) days), upon the written request of the director or officer. If a determination by the Corporation that the director or officer is entitled to indemnification pursuant to this ARTICLE VII, and the Corporation fails to respond within sixty (60) days to a written request for indemnification, the Corporation shall be deemed to have approved the request. If the Corporation denies a written request for indemnification or Advance of Expenses, in whole or in part, or if payment in full pursuant to such request is not made within forty-five (45) days (or, in the case of an Advance of Expenses, twenty (20) days), the right to indemnification or advances as granted by this ARTICLE VII shall be enforceable by the director or officer in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for the Advance of Expenses where the Undertaking required pursuant to Section (b) of this ARTICLE VII, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the FBCA for the Corporation to indemnify the claimant for the amount claimed, but the burden of such defense shall be on the Corporation. Neither the failure of the Corporation (including by the Board or the Corporation's independent legal counsel or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the FBCA nor an actual determination by the Corporation (including by the Board or the Corporation's independent legal counsel or stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct. The procedure for indemnification of other employees and agents for whom indemnification is provided pursuant to Section (b) of this ARTICLE VII shall be the same procedure set forth in this

Section (c) for directors or officers, unless otherwise set forth in the action of the Board providing indemnification for such employee or agent.

(d) Service for Subsidiaries. Any person serving as a director, officer, employee or agent of a subsidiary shall be conclusively presumed to be serving in such capacity at the request of the Corporation.

(e) Reliance. Persons who after the date of the adoption of this provision become or remain directors or officers of the Corporation or who, while a director or officer of the Corporation, become or remain a director, officer, employee or agent of a subsidiary, shall be conclusively presumed to have relied on the rights to indemnification, Advance of Expenses and other rights contained in this ARTICLE VII in entering into or continuing such service. The rights to indemnification and to the Advance of Expenses conferred in this ARTICLE VII shall apply to claims made against an Indemnitee arising out of acts or omissions that occurred or occur both prior and subsequent to the adoption hereof.

(f) Non-Exclusivity of Rights. The rights to indemnification and to the Advance of Expenses conferred in this ARTICLE VII shall not be exclusive of any other right that any person may have or hereafter acquires under these Amended and Restated Articles of Incorporation adopted on August 23, 2013 or under any statute, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(g) Insurance. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify such person against such expenses, liability or loss under the FBCA.

ARTICLE VIII

In furtherance of, and not in limitation of, the powers conferred by statute, the Board is expressly authorized to adopt, amend or repeal the By-laws or adopt new By-laws without any action on the part of the stockholders; provided that any By-law adopted or amended by the Board, and any powers thereby conferred, may be amended, altered or repealed by the stockholders.

ARTICLE IX

The Corporation shall have the right, subject to any express provisions or restrictions contained herein or in the By-laws, from time to time, to amend these Amended and Restated Articles of Incorporation adopted on August 23, 2013 or any provision hereof in any manner

now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by these Amended and Restated Articles of Incorporation adopted on August 23, 2013 or any amendment hereof are conferred subject to such right.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 23rd day of August, 2013.

By:  _____
Mark D. Berry, Authorized Officer