

PO2000098070

(Requestor's Name)

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(Address)

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PICK-UP     WAIT     MAIL

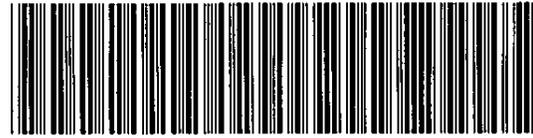
(Business Entity Name)

(Document Number)

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14 DEC 29 PM 2:05

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 DEC 29 AM 11:09

DEC 30 2013

C. CARROTHERS

ACCOUNT NO. : I20000000195  
REFERENCE : 437145 5011226  
AUTHORIZATION :  
COST LIMIT : ~~\$43.75~~ *Frank E. Man*

ORDER DATE : December 29, 2014  
ORDER TIME : 12:19 PM  
ORDER NO. : 437145-005  
CUSTOMER NO: 5011226

DOMESTIC AMENDMENT FILING

NAME: DEVELOPMENTAL HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
14 DEC 29 AM 11:09

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
DEVELOPMENTAL HOLDINGS, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Developmental Holdings, Inc. (the "Corporation") filed its original Articles of Incorporation with the Florida Department of State on September 11, 2002 (the "Original Articles"). The Corporation subsequently amended and restated the Original Articles effective December 27, 2004 (the "First Restated Articles"). These Second Amended and Restated Articles of Incorporation and the amendments to the First Restated Articles as contained herein were duly adopted, effective December 29, 2014, by the entire Board of Directors of the Corporation and all shareholders of the Corporation, thereby being a sufficient number of votes for approval, in accordance with Sections 607.1006 and 607.1007 of the Florida Business Corporation Act.

**ARTICLE I**

Name

The name of this corporation is DEVELOPMENTAL HOLDINGS, INC.

**ARTICLE II**

Registered Office and Agent

The street address of the registered office of the Corporation in the State of Florida is 1890 State Road 436, Suite 300, Winter Park, Florida 32792.

The name of the registered agent of the Corporation at that address is Kenneth H. Schultz.

**ARTICLE III**

Mailing Address

The mailing address of the Corporation is 1890 State Road 436, Suite 300, Winter Park, Florida 32792.

**ARTICLE IV**

Duration

This Corporation shall exist perpetually.

**ARTICLE V**

Purpose

The purpose or purposes of the Corporation are to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE VI**  
**Capital Stock**

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of One Cent (\$0.01) per share (the "Common Stock"). Each share of Common Stock shall be equal in all rights and respects to every other share of Common Stock.

Shares of Common Stock authorized hereby shall not be subject to preemptive rights. The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any of such authorized but unissued shares, or other equity securities issued or to be issued by the Corporation.

The holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock or otherwise) as may be declared on the Common Stock by the Board of Directors at any time or from time to time out of any funds legally available therefor.

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

**ARTICLE VII**  
**Board of Directors**

The number of directors which shall constitute the whole Board of Directors shall be determined in the manner provided in the Bylaws of the Corporation. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders.

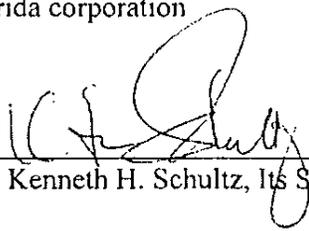
**ARTICLE X**  
**Amendments**

This Corporation reserves the right to amend or repeal any provision contained in these Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

*[Remainder of page intentionally left blank; signature page follows]*

IN WITNESS WHEREOF, the Corporation has caused these Second Amended and Restated Articles of Incorporation to be executed in its corporate name effective as of December 29, 2014.

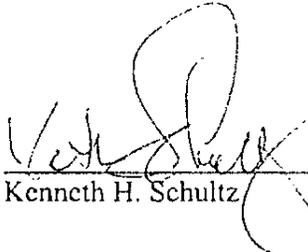
DEVELOPMENTAL HOLDINGS, INC., a  
Florida corporation

By:   
Kenneth H. Schultz, Its Secretary

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

**DEVELOPMENTAL HOLDINGS, INC.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Second Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
Kenneth H. Schultz