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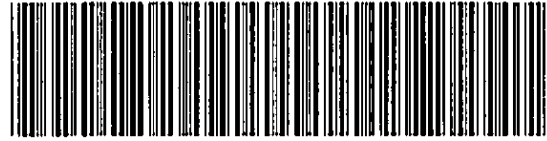
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Amended
or
Resubmitted

COVER LETTER

TO: Amendment Section
Division of Corporations

BRITE ADVISORS USA, INC.
DOCUMENT NUMBER P03000082990

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

Please return all correspondence concerning this matter to the following:

Madelyn S. Shulman
Carlton Fields
405 Lexington Avenue 36th Floor
New York, New York 10174
mshulman@carltonfields.com
(212) 785-8048

Enclosed is a check for \$35.00 (Filing Fee)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BRITE ADVISORS USA, INC.**

Brite Advisors USA, Inc., a Florida corporation (the "Corporation"), pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is: Brite Advisors USA, Inc.

ARTICLE II

Duration

The duration of the Corporation will be perpetual.

ARTICLE III

Purpose

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Principal Office and Mailing Address

The street address and mailing address of the principal office of the Corporation is:

115 Broadway, 5th Floor
New York, NY 10006

ARTICLE V

Authorized Shares

The maximum number of shares that the Corporation is authorized to issue is one thousand (1000) shares of common stock at \$.01 par value per share.

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ARTICLE VI

Registered Office and Agent

The street address of the registered office of the Corporation is 100 S. Ashley Drive, Suite 400, Tampa, FL 33602, and the name of the Corporation's registered agent at that address is CF Registered Agent, Inc.

ARTICLE VII

Board of Directors

The Corporation shall be governed by a Board of Directors. The number of directors may be increased or decreased from time to time, as provided in the Corporation's Bylaws, but in no case shall the number be less than one. The name and address of the current director is:

<u>Name</u>	<u>Address</u>
David M. McKenna	4 Chartwell Gardens Appleton Warrington WA 45117 United Kingdom

IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation in the name and on behalf of the Corporation on and as of this 17th day of January 2020.

BRITE ADVISORS USA, INC.

By: _____

Martin A. Byrne
Chief Executive Officer and President

CERTIFICATE OF BRITE ADVISORS USA, INC.

Pursuant to Section 607.1007(4) of the Florida Business Corporation Act ("FBCA"), the undersigned, Brite Advisors USA, Inc., a Florida corporation (the "Corporation"), certifies as follows:

1. The name of the Corporation is Brite Advisors USA, Inc.
2. The Corporation was incorporated on July 29, 2003 as deVere and Partners, Inc. under Document No. PO3000082990.
3. The Board of Directors and the Shareholder of the Corporation approved and adopted, by the necessary corporate action, the Amended and Restated Articles of Incorporation attached hereto.
4. The Amended and Restated Articles of Incorporation incorporate and restate all previously filed amendments.
5. In connection with the amendment and restatement of the Corporation's prior Articles of Incorporation (the "Predecessor Articles"), the Board of Directors and the Shareholder of the Corporation approved the following amendments (the "Amendments") to the Predecessor Articles:
 - (a) approved the deletion of Predecessor Article II "Commencement of Existence" as no longer applicable;
 - (b) approved the renumbering of Predecessor Article III to Article II "Duration;"
 - (c) approved the renumbering of Predecessor Article IV to Article III "Purpose;"
 - (d) approved the renumbering of Predecessor Article V to Article IV "Principal Office and Mailing Address" and replaced the section in its entirety to reflect the current principal office and mailing address, as reflected in the Corporation's most recent Form ADV filing;
 - (e) approved the renumbering of Predecessor Article VI to Article V "Authorized Shares;"
 - (f) approved the renumbering of Predecessor Article VII to Article VI, changed the title of such Article to "Registered Office and Agent," and replaced the contents of such Article in its entirety to reflect the Registered Agent's current name and address;

(g) approved the renumbering of Predecessor Article VIII "Initial Board of Directors" to Article VII, retitled such Article "Board of Directors," and replaced the contents of such Article in its entirety;

(h) approved the deletion of Predecessor Article IX "Incorporator" in its entirety; and

(i) approved the deletion of Predecessor Article X "Indemnification".

6. The Amendments contained herein do not provide for an exchange, reclassification, or cancellation of issued shares.

7. By Written Consent of the sole Director executed as of April 10, 2019 in accordance with the procedures permitted by the Corporation's Bylaws, the Board of Directors of the Corporation approved the Amendments and recommended that the Shareholder of the Corporation approve the Amendments. By action taken by written consent pursuant to Section 607.0704 of the FBCA effective as of such date, the sole Shareholder of the Corporation duly approved the Amendments in compliance with the procedures permitted by the Predecessor Articles and Section 607.1003 of the FBCA.

8. Pursuant to the foregoing, the duly adopted Amended and Restated Articles of Incorporation supersede and replace the original Articles of Incorporation and all previous amendments thereto.

Dated this 17th day of January 2020.

BRITE ADVISORS USA, INC.

By: _____

Martin A. Byrne

Chief Executive Officer and President