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**BROOKS OPTIONS, INC.**

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Amended & Restated

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BROOKS OPTIONS, INC.**

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1. The name of this corporation is Brooks Options, Inc., a Florida corporation (the "Corporation"), whose principal office and business mailing address is 1515 N. Federal Highway, Suite 300, Office #29, Boca Raton, Florida 33432.

2. The Articles of Incorporation of Brooks Options, Inc., originally filed July 24, 2007, under Document No. P07000085607, are hereby deleted in their entirety and amended and restated to read as follows:

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Brooks Options, Inc. Its principal office address and business mailing address is 1515 N. Federal Highway, Suite 300, Office #29, Boca Raton, Florida 33432.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The Corporation shall have the authority to issue one thousand (1,000) shares of capital stock, five hundred (500) shares of which shall be Class A Common Stock, \$.01 par value, and five hundred (500) shares of which shall be of Class B Common Stock, \$.01 par value. The Class A Common Stock and the Class B Common Stock are hereinafter sometimes collectively referred to as "Common Stock." The relative rights, preferences, voting powers and the qualifications, limitations and restrictions of each class of Common Stock shall be as follows:

A. Voting Powers. The voting power for the election of directors and all other purposes shall be vested exclusively in the holders of Class A Common Stock and the holders of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. Each share of Class A Common Stock outstanding on any record date shall be entitled to one vote.

B. Class A Common Stock and Class B Common Stock. Except as otherwise set forth below in this Article IV, the relative rights, preferences, qualifications, limitations and restrictions of the Class A Common Stock and Class B Common Stock shall be identical in all respects.

1. Dividends. The holders of Class A Common Stock and Class B Common Stock shall be entitled to receive such dividends and other distributions in cash, stock of any corporation (other than Common Stock) or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor and shall share equally on a pro rata basis in all such dividends and other distributions. In the case of dividends or other distributions payable in Common Stock, including distributions pursuant to stock splits or divisions of Common Stock, only shares of Class A Common Stock shall be paid or distributed with respect to Class A Common Stock and only shares of Class B Common Stock shall be paid or distributed with respect to Class B Common Stock and all such dividends or distributions shall be payable at the same rate per share on Class A Common Stock and Class B Common Stock so as to retain, immediately before and immediately after giving effect to such dividend or other distribution, the relative proportion of outstanding shares of Class A Common Stock and Class B Common Stock.

2. Liquidation. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets and funds of the Corporation shall be distributed pro rata to the holders of Common Stock, and the holders of Class A Common Stock and the holders of Class B Common Stock will be entitled to receive the same amount per share in respect thereof. For purposes of this Paragraph (B)(2), the voluntary sale, conveyance, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the assets of the Corporation or a merger or share exchange involving the Corporation and one or more other corporations (whether or not the Corporation is the corporation surviving such merger) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.

3. Reorganization. In case of any reorganization, share exchange or merger of the Corporation with another corporation in which shares of Class A Common Stock or Class B Common Stock are converted into (or entitled to receive with respect thereto) shares of stock and/or other securities or property (including cash), each holder of a share of Class A Common Stock and each holder of a share of Class B Common Stock shall be entitled to receive with respect to each such share the same kind and amount of shares of stock and other securities and property (including cash). In the event that the holders of shares of Class A Common Stock (or of shares of Class B Common Stock) are granted rights to elect to receive one of two or more alternative forms of consideration, the foregoing provision shall be deemed satisfied if holders of shares of Class A Common Stock and holders of shares of Class B Common Stock are granted substantially identical election rights.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 1515 N. Federal Highway, Suite 300, Office #29, Boca Raton, Florida 33432, and the initial registered agent of this corporation at such office shall be Autumn Nesbeth, c/o Susquehanna International Group, LLP, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607,

Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the director constituting the initial Board of Directors is:

**Name**

**Address**

Eric Brooks

1515 N. Federal Highway  
Suite 300, Office #29  
Boca Raton, Florida 33432

#### **ARTICLE VII - INCORPORATOR**

The name and street address of the person signing these Amended and Restated Articles of Incorporation is:

**Name**

**Address**

Eric Brooks

1515 N. Federal Highway  
Suite 300, Office #29  
Boca Raton, Florida 33432

#### **ARTICLE VIII - INDEMNIFICATION**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as an director or officer of any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraphs of this Article VIII by the shareholders 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.

**Adoption of Amended and Restated Articles of Incorporation**

The foregoing Amended and Restated Articles of Incorporation were adopted by the sole shareholder and the sole director of the Corporation by written consent. The number of votes cast for the adoption of the Amended and Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 25<sup>th</sup> day of February, 2009.

**Brooks Options, Inc.**

By: 

Eric Brooks  
Sole Shareholder and Director

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in these Amended and Restated Articles of Incorporation; (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated: February 25, 2009

  
Autumn Nesbeth