

12/4/2019

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
NIU OF FLORIDA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

*Amended & Restated*

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**Execution Version**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NIU OF FLORIDA, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida (the "Act"), the undersigned, being the President of NIU of Florida, Inc. (the "**Corporation**"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on November 24, 2008, Document No. P08000103919.

SECOND: Articles of Amendment to such Articles of Incorporation were filed with the Secretary of State of the State of Florida on June 1, 2010, July 2, 2010 and December 23, 2016.

THIRD: These Amended and Restated Articles of Incorporation were adopted by the board of directors of the Corporation (the "**Board of Directors**") and a majority of the holders of voting stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Act on December 4, 2019.

FOURTH: The text of the Articles of Incorporation is hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation and all amendments thereto.

**ARTICLE I**

The name of the Corporation is NIU of Florida, Inc.

**ARTICLE II**

The Corporation's registered office in the State of Florida is located at 1200 South Pine Island Road, Plantation, Florida 33324, and the Company's registered agent at such address is CT Corporation System.

**ARTICLE III**

The place in Florida where the principal office of the Corporation is located is 800 Yamato Road, Suite 100, Boca Raton, Florida 33433.

**ARTICLE IV**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Act.

**ARTICLE V**

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Immediately prior to the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, the Corporation had 100,000 authorized shares of stock, par value \$0.01 per share, 200 of which were issued and outstanding (the "**Prior Stock**"). Upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, the total number of shares of stock the Corporation is authorized to issue shall be decreased from 100,000 shares to 10,000 shares, 9,990 of which shall be shares of non-voting common stock, par value \$0.01 per share (the "**Non-Voting Common Stock**"), and 10 of which shall be shares of voting common stock, par value \$0.01 per share (the "**Voting Common Stock**"). Upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, each issued and outstanding share of Prior Stock of the Corporation shall automatically, without further action by the Corporation or any holder of any share of Prior Stock or any person having the right to acquire such shares, convert into and be reclassified into 0.05 shares of Voting Common Stock, and 49.95 shares of Non-Voting Common Stock.

Each holder of Voting Common Stock shall be entitled to one vote at any meeting of the stockholders for each share of Voting Common Stock held by such stockholder.

#### ARTICLE VI

Subject to any additional vote required by the bylaws of the Corporation (the "**Bylaws**"), in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend, and rescind any or all of the Bylaws.

#### ARTICLE VII

Elections of members of the Board of Directors (each, a "**Director**") need not be by written ballot unless the Bylaws so provide.

#### ARTICLE VIII

A. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), any person (an "**Indemnified Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, investigation or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person, or a person for whom such person is 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, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, (any such role an "**Indemnified Role**"), whether the basis of such Proceeding is an alleged action in an official capacity or in any other capacity while serving in such Indemnified Role, against all cost, 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 Indemnified Person in such Proceeding. Notwithstanding the

preceding sentence, except as otherwise provided in Section C of this ARTICLE VIII the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

B. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding for which such right to indemnification is applicable in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under ARTICLE VIII or otherwise.

C. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this ARTICLE VIII is not paid in full within thirty (30) days after a written claim therefor by the Indemnified Person has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the Indemnified Person may file suit to recover the unpaid amount of such claim. If successful in whole or in part, or in a suit brought by the Corporation to recover an advancement of expense pursuant to the terms of an undertaking, the Indemnified Person or Corporation, respectively, shall be entitled to be paid the expense of prosecuting or defending such claim. For the avoidance of doubt, (i) in any suit brought by an Indemnified Person to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that the indemnitee has not met the applicable standard for indemnification set forth in the Act, and (ii) in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that the indemnitee has not met the applicable standard for indemnification set forth in the Act. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its Stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such a suit. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

D. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

E. Non-Exclusivity of Rights. The rights conferred on any person by this ARTICLE VIII shall not be exclusive of any other rights which such person may have or hereafter acquire

under any statute, provision of these Articles of Incorporation, the Bylaws of the Corporation, or any agreement, or pursuant to any vote of stockholders or disinterested directors or otherwise.

F. Witnesses. To the extent that any director of the Corporation is, by reason of such position, or a position with another entity at the request of the Corporation, a witness in any proceeding, he shall be indemnified against all costs and expenses actually and reasonably incurred by him or on his behalf in connection therewith.

G. Insurance. The Board of Directors may, to the fullest extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation or another corporation, partnership, joint venture, trust or other enterprise for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this ARTICLE VIII; and (b) to indemnify or insure directors, officers and employees of the Corporation against any expense, liability or loss, whether or not (i) such person may otherwise be indemnified by the Corporation or by any other person pursuant to this ARTICLE VIII or (ii) the Corporation would have the power to indemnify such person against such liability under the provisions of this ARTICLE VIII or the Act.

H. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this ARTICLE VIII shall not adversely affect any right or protection existing hereunder prior to such repeal or modification of any person in respect of any Proceeding or state of facts existing prior to the time of such repeal or modification. The rights provided hereunder shall be contract rights between the Corporation and each Indemnified Person and shall inure to the benefit of such Indemnified Person and such person's heirs, executors and administrators.

I. Savings Clause. If this ARTICLE VIII or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each person indemnified pursuant to this ARTICLE VIII to the fullest extent permitted by any applicable portion of this ARTICLE VIII that shall not have been invalidated and to the fullest extent permitted by applicable law.

## ARTICLE IX

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in these Articles of Incorporation, and to add or insert other provisions authorized by the laws of the State of Florida at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of whatsoever nature conferred upon stockholders of the Corporation, directors, officers or any other persons whomsoever by and pursuant to these Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this ARTICLE IX.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed, signed, and acknowledged these Articles of Incorporation as of December 4, 2019.

**NIU OF FLORIDA, INC.**

By: 

Name: Andrew Smith

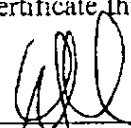
Title: President

**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of NIU of Florida, Inc., a Florida Corporation (the "**Corporation**"), in the Corporation's Amended and Restated Articles of Incorporation.

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4th day of December, 2019.

  
\_\_\_\_\_  
CT Corporation System  
Registered Agent  
OLGA HOVVEL, VP

[Certificate of Acceptance by Registered Agent]