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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SHADOW HOLDING VENTURES, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SHADOW HOLDING VENTURES, INC.**

Pursuant to the Florida Business Corporation Act (the "Act") Shadow Holding Ventures, Inc. (the "Corporation") hereby certifies that

1. The amendments set forth herein were duly recommended by the Board of Directors and approved by the sole shareholder on December 7, 2020
2. The Original Articles of Incorporation were filed on November 1, 2010 and subsequently amended on April 22, 2011 and April 8, 2015.
3. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is SHADOW HOLDING VENTURES, INC.

SECOND: The street address of the initial principal office of the Corporation is 1105 North Market St., Suite 501, Wilmington, DE 19801.

THIRD: The purpose of the Corporation is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$0.01 per share ("Common Stock").

FIFTH: The name and street address of the registered agent of the Corporation in the State of Florida are as follows:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|-----------------------|--|
| CT Corporation System | 1200 South Pine Island Road Plantation, Florida 33324 |

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SIXTH: The name and the address of the incorporator are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|--|
| John G. Igoe | Edwards Angell Palmer & Dodge LLP 525 Okeechobee Boulevard, Ste 1600 West Palm Beach, FL 33401 |

SEVENTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of the Directors of the Corporation (the "Board"). The number of directors of the Corporation shall be fixed from time to time by or pursuant to the Bylaws of the Corporation (the "Bylaws").

The directors of the Corporation shall be elected by the shareholders entitled to vote thereon at each annual meeting of the shareholders and shall hold office until the next annual meeting of the shareholders and until each of their successors shall have been elected and qualified. No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director. The vote required for the election of directors by shareholders shall be the affirmative vote of a majority of the votes cast with respect to a director nominee. For purposes hereof, a "majority of the votes cast" shall mean that the number of votes cast 'for' a director must exceed the number of votes cast 'against' that director. 'Abstentions' will not count as votes either 'for' or 'against' a nominee.

Except as otherwise provided for or fixed by or pursuant to the provisions of these Articles of Incorporation, newly created directorships resulting from any increase in the number of directors may be filled by the Board, and any vacancies on the Board resulting from death, resignation, removal or other cause shall only be filled by the shareholders. Any director elected in accordance with the preceding sentence of this Article SEVENTH shall hold office until the next annual meeting of the shareholders and until such director's successor shall have been elected and qualified. A director may be removed with or without cause by the shareholders.

EIGHTH: Any action required or permitted to be taken by the shareholders of the Corporation may be effected by the written consent of the shareholders of the Corporation in lieu of a duly called annual or special meeting of the shareholders of the Corporation, provided that such written consent is signed or electronically transmitted by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a duly called annual or special meeting at which all shares entitled to vote thereon were present and voted. Meetings of the shareholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board or in the Bylaws of the Corporation.

NINTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the Florida Business Corporation Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in

excess of the indemnification and advancement otherwise permitted by Section 607.0851 of the Florida Business Corporation Act.

Any amendment, repeal or modification of the foregoing provisions of this Article NINTH shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

TENTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act, or any other law of the State of Florida, is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director 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 provisions of this Article TENTH 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, or increase liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ELEVENTH: Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

TWELFTH: The Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

[The remainder of this page was intentionally left blank.]

THE UNDERSIGNED, the Vice President the Corporation, hereby certifies under the penalty of perjury that the facts stated in these Articles of Incorporation are true as of this 4th day of January, 2021.

A handwritten signature in cursive script, reading "Renee P. Simonton", is written over a horizontal line.

Renee P. Simonton
Vice President

[Signature Page to the Articles of Incorporation].

THE UNDERSIGNED, having been named as registered agent of the Corporation to accept service of process for the Corporation at the place designated in these Articles of Incorporation, certifies that it is familiar with and accepts the appointment as registered agent and agrees to act in this capacity as of this 4th day of Jan., 2021.



Stephen Rullis, VP & Asst. Secy.

CT Corporation System
Registered Agent

[Certificate of Acceptance of the Registered Agent]