

P100000098386

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

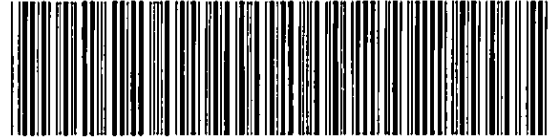
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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100391993271

*Amended &  
Restated Articles*

2022 AUG -2 AM 11:33

FILED

OFFICE OF THE CLERK  
TALLAHASSEE, FLORIDA

2022 AUG -2 PM 3:52

RECEIVED

A. RAMSEY  
AUG - 3 2022

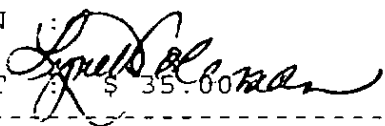
CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 851224 8084104

AUTHORIZATION :

COST LIMIT \$ 35.00



ORDER DATE : August 2, 2022

ORDER TIME : 1:45 PM

ORDER NO. : 851224-005

CUSTOMER NO: 8084104

DOMESTIC AMENDMENT FILING

NAME: R.L.M. APPAREL SOFTWARE  
SYSTEMS, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

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

FILED

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

2022 AUG -2 AM 11: 33

FILED  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
TALLAHASSEE, FLORIDA

**R.L.M. APPAREL SOFTWARE SYSTEMS, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Secretary of R.L.M. Apparel Software Systems, Inc. (the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

First: This amended and restated articles of incorporation (the "Amended and Restated Articles of Incorporation") consolidate all amendments into a single document and replaces all prior versions of its Articles of Incorporation.

Second: The Amended and Restated Articles of Incorporation was adopted by unanimous written consent of all directors and that of the sole shareholder of the Corporation pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act on June 19, 2022.

**Article 1:**

The name of the corporation is R.L.M. Apparel Software Systems, Inc.

**Article 2:**

The address of the Corporation's registered office in the state of Florida is 1201 Hays Street, Leon County Tallahassee, Florida 32301. The name of its registered agent at such address is Corporation Service Company.

**Article 3:**

The principal office and mailing address of this Corporation shall be 4325 Alexander Drive, Suite 100, Alpharetta, GA 30022.

**Article 4:**

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

**Article 5:**

The aggregate number of shares which the Corporation shall have authority to issue is Seven Thousand Five Hundred (7,500) shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.10 per share.

**Article 6:**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation. In furtherance of and not in limitation of the powers conferred by the laws of the state of Florida, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal Bylaws of the Corporation.

#### **Article 7:**

To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Article of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### **Article 8:**

Unless the Corporation consents in writing to the selection of an alternative forum, the courts in the state of Florida shall be the sole and exclusive forum for (A) any derivative action or proceeding asserting a claim on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Florida Business Corporation Act or the Corporation's Article of Incorporation or Bylaws, (D) any action or proceeding asserting a claim as to which the Florida Business Corporation Act confers jurisdiction upon the courts in the state of Florida, or (E) any action or proceeding asserting a claim governed by the internal affairs doctrine, in each case subject to said courts having personal jurisdiction over the indispensable parties named as defendants therein.

*[Signature Page Follows]*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

*Judith Rife*

6/22/22

Required Signature/Registered Agent

Date

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

*Katherine Dunn*

Katherine.Dunn@secretary.com

6/19/2022

Required Signature/Secretary

Date