

**P11000073453**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000226939 3)))



H150002269393ABC4

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

15 SEP 21 AM 9:34

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
J. JILL GIFT CARD SOLUTIONS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

RECEIVED

15 SEP 21 PM 3:32

RECEIVED  
DIVISION OF CORPORATIONS

SEP 22 2015

C LEWIS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS

15 SEP 21 AM 9:34

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
J. JILL GIFT CARD SOLUTIONS, INC.**

a Florida corporation

711000073453

J. Jill Gift Card Solutions, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is J. Jill Gift Card Solutions, Inc. The date of filing of its original Articles of Incorporation with the Secretary of State of the State of Florida was August 16, 2011.

2. These Amended and Restated Articles of Incorporation amend and restate in their entirety the Articles of Incorporation of the Corporation as currently in effect and have been duly adopted in accordance with the provisions of Sections 607.1002 and 607.1007 of the Florida Business Corporation Act (the "FBCA") by the Board of Directors and by the holders of all of the outstanding shares of the capital stock of the Corporation (acting by written consent in accordance with the provisions of Section 607.0704 of the FBCA).

3. The text of the Articles of Incorporation as currently in effect is hereby amended and restated to read in its entirety as set forth in full herein (as so amended and restated, the "Amended and Restated Articles of Incorporation"):

**ARTICLE I.  
NAME**

The name of the Corporation is J. Jill Gift Card Solutions, Inc. (the "Corporation").

**ARTICLE II.  
PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Corporation is 4 Batterymarch Park, Quincy, MA 02169.

**ARTICLE III.  
CAPITAL STOCK**

The total number of shares of capital stock that the Corporation shall have authority to issue is One Hundred (100) shares of common stock, par value \$0.01 per share, consisting of 30 shares of Class A Common Stock and 70 shares of Class B Common Stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. Other than with respect to the election of directors, the Class A Common Stock and the Class B Common Stock shall vote together as a single voting group on all other matters and shall otherwise have the same rights, preferences and limitations. With respect to the election of directors, the holders of the Class A Common Stock shall be

entitled to elect each of the Class A Directors (as defined below), and the holders of the Class B Common Stock shall be entitled to elect each of the Class B Directors (as defined below).

**ARTICLE IV.  
ADDRESS; REGISTERED AGENT**

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

**ARTICLE V.  
ADDRESS; INCORPORATOR**

The name and address of the incorporator is Susan Harrison, King & Spalding LLP, 1180 Peachtree Street, N.E., Atlanta, Georgia 30309.

**ARTICLE VI.  
DIRECTORS**

6.1 Directors. The Corporation shall have seven (7) directors, two (2) of whom shall be designated as Class A Directors and five (5) of whom shall be designated as Class B Directors. Each Class A Director shall have three (3) votes on each matter considered by the board of directors, and each Class B Director shall have one (1) vote on each matter considered by the board of directors. The Class A Directors shall be elected by the holders of a majority of the outstanding Class A Common Stock, and the Class B Directors shall be elected by a vote of the holders of a majority of the outstanding Class B Common Stock. Vacancies on the board of directors shall be filled by the directors holding a majority of the votes attributable to the directors then in office or by the shareholders. Each director shall serve until their successor is elected and qualified, or until their earlier death, resignation or removal. For all purposes, each reference in the bylaws to a majority or other proportion of directors shall refer to a majority or other proportion of the votes of such directors.

The currently serving Class A Directors and Class B Directors are as follows:

**Class A Directors**

Andrew Rolfe

Travis Nelson

**Class B Directors**

Paula Bennett

Michael Rahamim

Marka Hansen

Alfred F. Kelley Jr.

Michael Recht

6.2 **Powers.** In addition to the powers and authorities hereinabove or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the statutes of the State of Florida and of these Amended and Restated Articles of Incorporation, and to any bylaws from time to time adopted; provided, however, that no bylaw so made shall invalidate any prior act of the directors which would have been valid if such bylaw had not been made.

6.3 **Bylaws.** The Board of Directors of the Corporation is expressly authorized to adopt, amend and repeal the Bylaws of the Corporation.

**ARTICLE VII.  
DIRECTOR LIABILITY**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

\* \* \* \* \*


9/21/2015 3:32:37 PM From: To: 8506176380( 5/5 )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

15 SEP 21 AM 9:34

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation  
have been executed by its duly authorized officer as of September 21, 2015.

J. JILL GIFT CARD SOLUTIONS, INC.

By:   
Name: David Bieso  
Title: Senior Vice President and Chief  
Financial Officer