

P14000017381

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

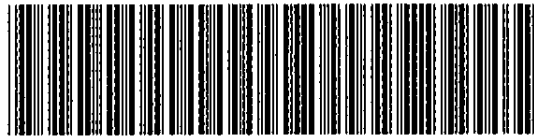
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



700256924387

FILED  
2014 FEB 25 10:11:20  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FILED  
14 FEB 25 2M 8:15  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2-26-14

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date:

2-25-14

Requestor Name: Carlton Fields

Address: Post Office Drawer 190  
Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct  
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

Corporation Name:

PODS Holding, Inc.

Email Address:

Entity Number:

Authorization:

Kim Pullen

Certificate of Domestication

☒ Certified Copy

☒ New Filings

☐ Fictitious Name

☐ Plain Stamped Copy

☐ Amendments

☐ Certificate of Status

☐ Annual Report

☐ Registration

( X ) Call When Ready

( X ) Call if Problem

( ) After 4:30

( X ) Walk In

( ) Will Wait

( X ) Pick Up

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017  
Date: 2-25-14  
Requestor Name: Carlton Fields  
Address: Post Office Drawer 190  
Tallahassee, Florida 32302  
Telephone: (850) 513-3619 - direct  
(850) 224-1585  
Contact Name: Kim Pullen, CP, FRP

Corporation Name: PODS Holding, Inc.  
\_\_\_\_\_  
Email Address: \_\_\_\_\_  
Entity Number: \_\_\_\_\_  
Authorization: Kim Pullen

*Certificate of Domestication*

<input checked="" type="checkbox"/> Certified Copy	_____ Certificate of Status
<input checked="" type="checkbox"/> New Filings	_____ Plain Stamped Copy _____ Annual Report
_____ Fictitious Name	_____ Amendments _____ Registration

( X ) Call When Ready	( X ) Call if Problem	( ) After 4:30
( X ) Walk In	( ) Will Wait	( X ) Pick Up

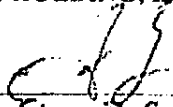
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB 25 AM 8:15

**CERTIFICATE OF DOMESTICATION  
OF  
PODS HOLDING, INC.**

The undersigned, as an officer of PODS Holding, Inc., a Delaware corporation, in accordance with Florida Statute 607.1801, does hereby certify:

1. PODS Holding, Inc. was formed on November 6, 2007 pursuant to the laws of the State of Delaware.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was PODS Holding, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Florida Statute 607.0202 and 607.0401 with this Certificate of Domestication is **PODS HOLDING, INC.**
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before this filing of the Certificate of Domestication was Delaware.
6. Attached to this Certificate of Domestication as Attachment A are the Florida articles of incorporation of PODS Holding, Inc. to complete the domestication requirements pursuant to Florida Statute 607.1801.

**PODS HOLDING, INC.**

By:   
Name: Simon P. Greysich  
Title: Vice President / Chief Financial Officer

---

**Attachment A**

**Articles of Incorporation**

**(Attached)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB 25 AM 8:15

ARTICLES OF INCORPORATION  
OF  
PODS HOLDING, INC.

The undersigned incorporator to these articles of incorporation hereby forms a corporation under the laws of the State of Florida as follows:

1.

NAME.

The name of the corporation is PODS Holding, Inc. (the "Corporation").

2.

PRINCIPAL OFFICE AND MAILING ADDRESS.

The corporation's initial principal office and mailing address is: 13535 Feather Sound Drive, 4<sup>th</sup> Floor, Clearwater, Florida 33762.

3.

REGISTERED AGENT AND OFFICE.

The address of the Corporation's registered office in the State of Florida is 13535 Feather Sound Drive, 4<sup>th</sup> Floor, Clearwater, Florida 33762. The name of the Corporation's registered agent at such address is Aaron B. Parker.

4.

PURPOSE.

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "FBCA"), and the Corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the FBCA or any amendment thereto.

5.

CAPITAL STOCK.

5.1. Authorized Shares. The Corporation is authorized to issue 34,400,000 shares of common stock, par value \$0.01 per share ("Common Stock").

5.2. Rights and Preferences. The powers, rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as follows:

(a) Rank. Except as otherwise set forth herein or as provided by law, each share of Common Stock ranks *pari passu* with each other share of Common Stock and entitles the holder thereof to the same powers, preferences and rights.

(b) Voting.

(i) Common Stock. The holders of Common Stock shall have the right to vote in their capacity as such on all matters brought to the Corporation's stockholders. With respect to all matters upon which the holders of Common Stock are entitled to vote or give consent, each holder of Common Stock is entitled to one vote (in person or by proxy) for each share of Common Stock held by such holder on the record date for the determination of stockholders entitled to vote.

(ii) Quorum. Where a vote by the holders of Common Stock is required on any matter, the presence in person or by proxy of the holders of record of a majority of the outstanding shares of Common Stock shall constitute a quorum entitled to take action with respect to such matter by the holders of Common Stock.

(iii) Written Consent. Whenever holders of Common Stock are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken and signed by the holders of at least such number of shares of Common Stock as would be sufficient to take such action at a meeting of stockholders, except as otherwise expressly provided herein.

(c) Dividends. The holders of Common Stock are entitled to receive such dividends on shares of Common Stock, if any, as may be declared with respect to the Common Stock from time to time by the Corporation's Board of Directors (the "**Board**").

(d) Liquidation. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, the net liquidation proceeds available for distribution to the stockholders of the Corporation will be distributed ratably among the holders of the outstanding shares of Common Stock.

5.3. Record Holders. The Corporation and its transfer agent, if any, may deem and treat the record holder of any shares of Common Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor the transfer agent, if any, shall be affected by any notice to the contrary.

6.

DIRECTORS.

6.1. Number. The Board shall consist of that number of directors as may be determined from time to time by resolution of the Board.

6.2. Powers. In addition to the powers and authorities hereinabove or by statute expressly conferred upon them, the Corporation's 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 Articles of Incorporation, and to any Bylaws from time to time adopted; provided, that no Bylaw so made shall invalidate any prior act of the Corporation's directors which would have been valid if such Bylaw had not been made.

6.3. Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board is expressly authorized to adopt, alter, amend or repeal any bylaw of the Corporation, whether adopted by them or otherwise.

7.

DIRECTOR LIABILITY AND INDEMNIFICATION.

7.1. Liability of Directors. The Corporation's directors shall be entitled to the full benefits of all limitations on the liability of directors generally that are now or hereafter become available under the FBCA. If the FBCA 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 FBCA, as so amended. Any repeal or modification of this provision shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

7.2. Indemnification of Directors and Officers. The Corporation's directors and officers shall have such rights of indemnification and advancement as set forth in the bylaws.

8.

INCORPORATOR.

The name and address of the incorporator is:

Cristin C. Keane  
4221 W. Boy Scout Blvd.  
Suite 1000  
Tampa, FL 33607



Dated this 24<sup>th</sup> day of February 2014.

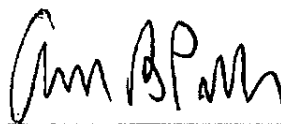
  
\_\_\_\_\_  
Cristin C. Keane, Incorporator

### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the corporation, at the place designated as the registered office, the undersigned hereby 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 is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 24<sup>th</sup> day of February 2014.

REGISTERED AGENT:



Aaron B. Parker