

P 17 0000004746

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

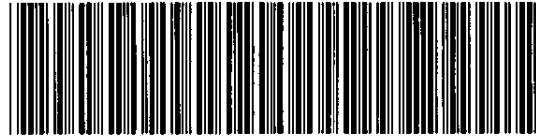
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2017 JAN 19 PM 1:25

SECRETARY OF STATE
TALLAHASSEE, FL 32301

17 JAN 18 PM 2:30
1 Sub. received by Filing Officer
C. Golden

C. GOLDEN

JAN 19 2017

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

ACCOUNT NO. : I20000000195

REFERENCE : 470255 4313323

AUTHORIZATION :

COST LIMIT : \$ 120.00

ORDER DATE : January 18, 2017

ORDER TIME : 12:43 PM

ORDER NO. : 470255-010

CUSTOMER NO: 4313323

DOMESTIC AMENDMENT FILING

NAME: CAPITAL PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

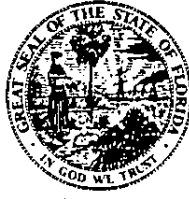
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FL 32301
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 18, 2017

CORPORATION SERVICE COMPANY

RESUBMIT

Please give original
submission date as file date.

SUBJECT: CAPITAL PARTNERS HOLDINGS, INC.
Ref. Number: W17000004158

We have received your document for CAPITAL PARTNERS HOLDINGS, INC. and check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$15.00.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 817A00001051

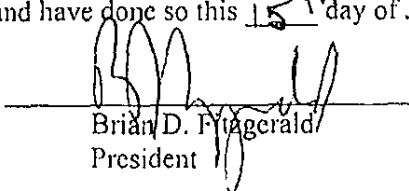
RECEIVED
17 JAN 19 AM 11:43
SUNBIZ
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, Brian D. Fitzgerald, President of Capital Partners, Inc., a foreign corporation, in accordance with Section 607.1801 of the Florida Statutes, does hereby certify:

1. The date on which above-named the corporation was first formed was June 2, 1988.
2. The jurisdiction where the above-named corporation was first formed, incorporated or otherwise came into being was Connecticut.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Capital Partners, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Sections 607.0202 and 607.0401 with this certificate, is Capital Partners Holdings, 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 the filing of the Certificate of Domestication was Connecticut.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Section 607.1801.

I am President of Capital Partners, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 15th day of January, 2017.



Brian D. Fitzgerald
President

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2017 JAN 16 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CAPITAL PARTNERS HOLDINGS, INC.

1. Name. The name of the Corporation is Capital Partners Holdings, Inc.
2. Principal Office. The principal address of the Corporation is 301 Merritt 7, Norwalk, Connecticut 06851.
3. 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 to possess and exercise all of the powers and privileges granted by such act and any other law of Florida.
4. Shares. The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 5,000 shares of common stock, par value \$0.01 per share.
5. Registered Agent. The name and address of the Corporation's registered agent in the State of Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
6. Incorporator. The name and address of the incorporator are Brian D. Fitzgerald, 777 South Flagler Drive, West Tower #800, West Palm Beach, Florida 33401.
7. Bylaws. The board of directors of the Corporation is authorized to adopt, amend or repeal the bylaws of the Corporation, except as otherwise specifically provided therein.
8. Elections of Directors. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.
9. Right to Amend. The Corporation reserves the right to amend any provision contained in these Articles of Incorporation as the same may from time to time be in effect in the manner now or hereafter prescribed by law, and all rights conferred on shareholders or others hereunder are subject to such reservation.
10. Limitation on Liability. The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or hereafter become available under the FBCA. Without limiting the generality of the foregoing, no director of the Corporation shall be liable to the Corporation or any other person for any statement, vote, decision or failure to act regarding corporate management or policy, unless: (a) the director breached or failed to perform his or her duties as a director; and (b) the director's breach of, or failure to perform, those duties constitutes (i) a violation of criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful, (ii) a transaction from which the director derived an improper personal benefit, either directly or indirectly, (iii) a circumstance under which the liability provisions of Section 607.0834 of the FBCA are applicable, (iv) in a proceeding by or in the right

of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct, or (v) in a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. Any repeal or modification of this Article 10 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.

* * *

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

Michael Carbone

Required Signature/Registered Agent

1/18/2017

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any 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:

[Signature]

Required Signature/Incorporator

1/15/17

Date

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