

P17000026839

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

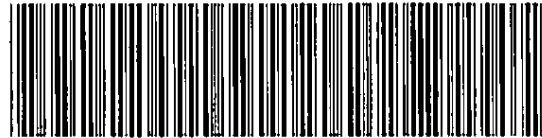
(Business Entity Name)

(Document Number)

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2022 APR 14 AM 9:39

2022 APR 14 PM 1:50



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
2022 APR 20 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 19, 2022

CT

**CORRECTED**  
Please Allow For  
Same File Date

SUBJECT: DADESYSTEMS, INC.  
Ref. Number: P17000026839

We have received your document for DADESYSTEMS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return 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) 245-6050.

Terri J Schroeder  
Regulatory Specialist III

Letter Number: 022A00009080

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 04/14/2022

Acc#I20160000072

*en: c DW*

Name:	DADESYSTEMS, INC.
Document #:	
Order #:	14273514

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
	Plain: <input checked="" type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 35.00

Thank you!

**ARTICLES OF RESTATEMENT  
OF  
DADESYSTEMS, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, DadeSystems, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Restatement.

1. The Amended and Restated Articles of Incorporation consolidate the Articles of Incorporation and all amendments into a single document.
2. The text of the Amended and Restated Articles of Incorporation is attached hereto as Exhibit A.
3. The Articles of Restatement were adopted by the board and the sole shareholder of the Corporation on April 13, 2022. The number of votes cast for the Articles of Restatement was sufficient for approval.

*[Signature on following page]*

2022 APR 14 AM 9:29  
DADESYSTEMS, INC.  
DADESYSTEMS, INC.

**EXHIBIT A**

**Amended and Restated Articles of Incorporation**

See attached.

4-11-2022  
2022 APR 14 AM 9:39  
STONIS  
2022

**FIFTH AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DADESYSTEMS, INC.**

**DADESYSTEMS, INC.**, a Florida corporation, hereby amends and restates its Fourth Amended and Restated Articles of Incorporation, as previously amended, in their entirety as follows:

**ARTICLE 1  
NAME**

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

**ARTICLE 2  
PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the principal office of the Corporation is 200 Clarendon Street, 29<sup>th</sup> Floor, Boston, Massachusetts 02116. The street address of the registered office of the Corporation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the registered agent of the Corporation at the registered office is C T Corporation System.

**ARTICLE 3  
PURPOSE**

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 (the "FBCA").

**ARTICLE 4  
CAPITAL STOCK**

The Corporation shall have authority, to be exercised by the Board of Directors, to issue no more than one thousand (1,000) shares of capital stock. These shares shall be one class, \$0.01 par value per share, and shall be designated as "Common Stock." The holders of Common Stock shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE 5  
INDEMNIFICATION**

A. **Limited Liability.** To the fullest extent permitted by the FBCA, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

B. **Right to Indemnification.**

1. Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the FBCA; provided that such indemnification will not be provided for any director or officer if a judgment or final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute (a) a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful, (b) a transaction in which the director or officer derived an improper personal benefit, (c) in the case of a director, a circumstance under which the liability provisions of Florida Statute 607.0834 are applicable, or (d) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

2. The right of any director or officer of the Corporation to indemnification conferred in this Article 5 shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by the FBCA. The right to indemnification conferred in this Article 5 shall be a contract right.

3. The Corporation may, by action of its Board of Directors, provide indemnification to such of the employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by the FBCA.

C. **Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the FBCA.

D. **Non-Exclusivity of Rights.** The rights and authority conferred in this Article 5 shall not be exclusive of any other right that any person may otherwise have or hereafter acquire.

E. **Preservation of Rights.** Neither the amendment nor repeal of this Article 5, nor the adoption of any provision of these Articles of Incorporation or the Bylaws, nor, to the fullest extent permitted by the FBCA, any modification of law, shall adversely affect any right or protection of any person granted pursuant to these Articles of Incorporation arising out of or related to any event, act or omission that occurred prior to the time of any such amendment, repeal, adoption or modification (regardless of when any proceeding (or part thereof) relating to such event, act or omission arises or is first threatened, commenced or completed).

**DADESYSTEMS, INC.**

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FBI