

P18000077743

(Requestor's Name)

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☐ PICK-UP

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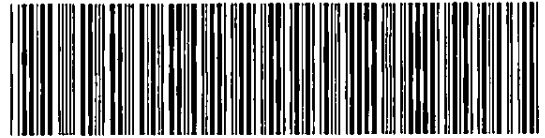
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Amended &
Restated
Articles

FILED
2023 MAY -5 PM 1:01
CLERK OF STATE
TALLAHASSEE, FLORIDA

A. RAMSEY
MAY - 8 2023

RECEIVED
2023 MAY -5 PM 3:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

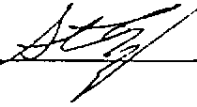
CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PAW BRANDS INC

Please Debit 120000000257 For: *SS*

Thank you Seth Neeley



- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☒ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

Signature

Requested by: *SETH* 05/05

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PAW BRANDS, INC.

DOCUMENT NUMBER: P18000077743

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jordan Cesana

Name of Contact Person

DarrowEverett LLP

Firm/ Company

One Turks Heads Place, Suite 1200

Address

Providence, RI 02903

City/ State and Zip Code

jcesana@darroverett.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jordan Cesana

at (401)

453-1200

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PAW BRANDS, INC.**

2023 MAY -5 PM 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAW BRANDS, INC., formerly known as **MARLIE INCORPORATED** (the "**Corporation**"), a Florida Corporation incorporated and existing under and by virtue of the Florida Business Corporation Act, Florida Statutes, Chapter 607 (as may be amended, the "**FBCA**"), desires to amend and restate its Articles of Incorporation pursuant to Section 607.1007 of the FBCA, and does hereby certify as follows:

FIRST: The original Articles of Incorporation of the Corporation were filed with the Department of State, Division of Corporations of the State of Florida on September 13, 2018, and Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Department of State, Division of Corporations of the State of Florida on October 18, 2021.

SECOND: The text of the Articles of Incorporation and all amendments thereto are hereby restated and amended as hereinafter set forth in full:

ARTICLE I

The name of the Corporation is **PAW BRANDS, INC.**

ARTICLE II

The principal place of business address is:

701 N. ANDREWS AVE.
FORT LAUDERDALE, FL 33311

ARTICLE III

The purpose for which this corporation is organized is any and all lawful business permitted under the FBCA.

ARTICLE IV

Effective immediately upon the filing of these Amended and Restated Articles of Incorporation, the Corporation is authorized to issue One Million One Hundred Thousand (1,100,000) shares of common stock, no par value.

ARTICLE V

The name and Florida street address of the registered agent is:

COLIN CAMPBELL
2200 INTRACOASTAL DR.
FORT LAUDERDALE, FL 33305

ARTICLE VI LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision, action or failure to act, regarding corporate management or policy, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VI shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators and personal and legal representatives. The right to indemnification conferred by this Article VII shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the board of directors, provide rights to indemnification and/or to the advancement of expenses to officers, employees and agents of the Corporation similar to those conferred in this Article VII to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right(s) which any person may have or hereafter acquire under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article VII shall not adversely affect any rights to indemnification and/or to the advancement of expenses of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation shall have the power and authority (but not the obligation) to purchase and maintain insurance (including, without limitation, errors and omissions 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 liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article VII.

ARTICLE VIII AMENDMENTS TO ARTICLES

The Corporation reserves the right to alter, amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any and all rights conferred upon the shareholders is subject to this reservation.

THIRD: These Amended and Restated Articles of Incorporation supersede and replace the original Articles of Incorporation and all amendments thereto, and consolidate all amendments into a single document.

FOURTH: These Amended and Restated Articles of Incorporation were approved and adopted by the directors of the Corporation and the requisite number of the shareholders of the Corporation on May 5, 2023.

IN WITNESS WHEREOF, the undersigned, as a duly authorized person of the Corporation, has executed these **AMENDED AND RESTATED ARTICLES OF INCORPORATION** as of the date set forth below.

DATE: May 5, 2023

BY:

NAME: DAMIEN DEJESUS, Chief Financial Officer

DocuSigned by:

Damien DeJesus

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