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Andre, Gail

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SEYMOUR INTERNATIONAL, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SEYMOUR INTERNATIONAL, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Seymour International, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby file the following Amended and Restated Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is Seymour International, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation and the mailing address of the Corporation is 7680 Universal Boulevard, Suite 510, Orlando, Florida 32819-8900.

ARTICLE III
AUTHORIZED SHARES

The Company is authorized to issue ten thousand (10,000) shares of common stock, with a par value of one dollar per share (\$1.00).

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office in the State of Florida is 7680 Universal Boulevard, Suite 510, Orlando, Florida 32819-8900, and the name of its registered agent at such office is Talina Valpassos.

ARTICLE V
BOARD OF DIRECTORS

The business and affairs of the Corporation will be managed by the shareholders acting as, and in lieu of, directors. Any action required by law to be taken by directors shall be taken by the shareholders. Each shareholder shall have votes equal to the number of shares owned by such shareholder. The shareholders will be deemed to be directors when their purchase of shares has been recorded in the corporate stock ledger and shall collectively constitute the board of directors.

ARTICLE VI
PREEMPTIVE RIGHTS

The shareholders of the Corporation will have preemptive rights as follows:

(a) If the Corporation proposes to issue new Company Securities to any Person, including any Shareholder (with the exception of any issuance in connection with Section 4.01 of that certain Amended and Restated Shareholders' Agreement of the Corporation dated as of September __, 2012 (the "Shareholders' Agreement") or in connection with the Call Option Agreement), the Company shall provide written notice to each Shareholder of such anticipated issuance no later than twenty (20) Business Days prior to the anticipated issuance date. Such notice shall set forth the material terms and conditions of the issuance, including the proposed purchase price for the new Company Securities and the anticipated issuance date. Each Shareholder shall have the right to purchase up to its Pro Rata Portion of each type of new Company Securities being issued at the price and on the terms and conditions specified in the Company's notice by delivering an irrevocable written notice to the Company no later than five (5) Business Days before the anticipated issuance date, setting forth the number of each type of new Company Securities for which such right is exercised. Such notice shall also include the maximum number of each type of new Company Securities the Shareholder would be willing to purchase in the event any other Shareholder elects to purchase less than its Pro Rata Portion of such Company Securities. If any Shareholder elects not to purchase its full Pro Rata Portion of any type of new Company Securities, the Company shall allocate any remaining Company Securities of such type among those Shareholders (pro rata in accordance with the Company Securities of that type then held by each such Shareholder) who have indicated in their notice to the Company a desire to purchase new Company Securities in excess of their respective Pro Rata Portions.

(b) In the event Shareholders do not purchase all such new Company Securities in accordance with the procedures set forth in Section 4.02(a) of the Shareholders' Agreement, the Company shall have sixty (60) days after the expiration of the five (5) Business Day period to sell to other Persons the remaining new Company Securities at the price and on the terms and conditions specified in the Company's notice to the Shareholders pursuant to Section 4.02(a) of the Shareholders' Agreement. If the Company fails to sell such Company Securities within sixty (60) days of the notice provided pursuant to Section 4.02(a) of the Shareholders' Agreement, the Company shall not thereafter issue or sell any Company Securities without first offering such Company Securities to the Shareholders in the manner provided in Section 4.02(a) of the Shareholders' Agreement.

(c) For the avoidance of doubt, the provisions of this Article VI shall not apply to any issuance of Company Securities under Section 4.01 of the Shareholders' Agreement or under the Call Option Agreement.

(d) Any capitalized terms used in this Article VI that are not defined herein will have the meanings given to them in the Shareholders' Agreement.

(e) The shareholders will only have preemptive rights so long as they are also provided for in the Shareholders Agreement.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify its officers, directors (or shareholders to the extent they are acting in lieu of the directors as provided in Article V above), employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its President this 10th day of October, 2012.

Seymour International, Inc.

By: 

Talina Valpassos, President

**CERTIFICATE
OF THE PRESIDENT
OF
SEYMOUR INTERNATIONAL, INC.**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned, in his capacity as President of Seymour International, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

(a) The foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached were approved by the Board of Directors of the Corporation in a Unanimous Written Consent dated October 10th, 2012, and the directors recommended to the shareholders that they approve such Amended and Restated Articles of Incorporation.

(b) The shareholders approved the foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached in a Unanimous Written Consent dated October 10th, 2012, and the number of votes cast for the foregoing Amended and Restated Articles of Incorporation was sufficient for approval.



Talina Valpassos, President