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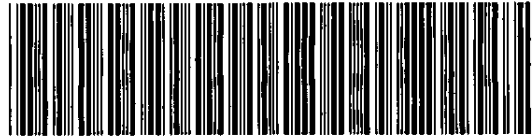
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16 APR 25 PM 3:50
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APR 26 2016

C McNAIR

Date: 04/25/2016

Account #: I20000000088

Name: Michelle Walker

Reference #: M079585

ENTITY NAME: TWIN-STAR INTERNATIONAL, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

16 APR 25 PM 3:50
STATE OF FLORIDA
SECRETARY OF CORPORATIONS

Authorized Amount: \$350

Signature: Michelle Walker

**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TWIN-STAR INTERNATIONAL, INC.**

16 APR 25 PM 3:50
SECRET
DIVISION OF CORPORATIONS
STATE OF FLORIDA

Pursuant to the provisions of the Business Corporation Act of the State of Florida (the "Act"), the undersigned corporation, Twin-Star International, Inc. (the "Corporation"), a Florida corporation, hereby certifies the following:

1. The name of the Corporation is Twin-Star International, Inc.
2. The Amended and Restated Articles of Incorporation amend and restate the Corporation's Articles of Incorporation in their entirety.
3. The Amended and Restated Articles of Incorporation were approved and adopted by written consent of the Board of Directors of the Corporation on April 25, 2016 pursuant to Section 607.0821 of the Act.
4. The Amended and Restated Articles of Incorporation were recommended by the Board of Directors of the Corporation and submitted to the sole shareholder of the Corporation for approval by written consent pursuant to Section 607.0704 of the Act on April 25, 2016.
5. The Amended and Restated Articles of Incorporation were approved by the sole shareholder of the Corporation, with the written consent received for the Amended and Restated Articles of Incorporation being sufficient for approval in accordance with the Act.

IN WITNESS WHEREOF, the Authorized Officer of the Corporation has signed this Certificate as of April 25, 2016.

By: Peter Harper
Name: Peter Harper
Title: Authorized Officer

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

TWIN-STAR INTERNATIONAL, INC.

Pursuant to Section 607.1001 of the Florida Business Corporation Act (the "Act"), Twin-Star International, Inc. (the "Corporation") approves and adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is Twin-Star International, Inc.

ARTICLE II

PRINCIPAL OFFICE

The street address of the principal office and mailing address of the Corporation is 1690 South Congress Avenue, Delray Beach, Florida 33445.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the provisions of the Florida General Corporation Act, as amended from time to time.

ARTICLE IV

AUTHORIZED SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 7,500, all of which shares shall be Common Stock, par value \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is CT Corporation System, 1200 South Pine Island Road, Broward County, Plantation, Florida, 33324. The name of the Corporation's registered agent at such address is C T Corporation System.

SECRET
16 APR 25 PM 5:11
DIVISION OF CORPORATIONS

ARTICLE VI

INITIAL DIRECTORS

All corporate powers of this Corporation shall be exercised by or under the authority, and the business and affairs of this Corporation shall be managed under the direction, of the Board of Directors of the Corporation. This Corporation shall have two initial directors, whose names are as follows:

James J. Zenni, Jr.
Christopher J. Kipley
Sergio Zepeda
John Dupuy
Timothy Clayton
Dennis Roberts
Pete Harper
Marc Sculler

ARTICLE VII

BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the bylaws of the Corporation, but any bylaws adopted by the Board of Directors may be amended or repealed by the stockholders entitled to vote thereon.

ARTICLE VIII

ELECTIONS

Elections of directors need not be by written ballot unless the bylaws of the Corporation so provide.

ARTICLE IX

INDEMNIFICATION

1. Right to Indemnification.

(a) Directors and Officers. The Corporation shall indemnify, to the fullest extent permitted by the Act and applicable law as it presently exists or may hereafter be amended, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), 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, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefits plans,

against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify a person in connection with a Proceeding commenced by such person only if the commencement of such Proceeding was authorized in the specific case by the Board of Directors.

(b) Other Persons. The Corporation shall have the power to indemnify, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that such person is or was an 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, including service with respect to employee benefits plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

(c) Payment of Expenses. Given that certain jointly indemnifiable claims (as defined below) may arise due to indemnification provided by certain indemnitee-related entities (as defined below) to the indemnified parties pursuant to this Article IX (the "Indemnified Parties"), the Corporation shall be fully and primarily responsible for the payment to the Indemnified Parties in respect of indemnification or advancement of expenses in connection with any such jointly indemnifiable claims, pursuant to and in accordance with the terms of this Article IX, irrespective of any right of recovery the Indemnified Parties may have from the indemnitee-related entities. Under no circumstance shall the Corporation be entitled to any right of subrogation or contribution by the indemnitee-related entities and no right of advancement or recovery the Indemnified Parties may have from the indemnitee-related entities shall reduce or otherwise alter the rights of the Indemnified Parties or the obligations of the Corporation hereunder. In the event that any of the indemnitee-related entities shall make any payment to the Indemnified Parties in respect of indemnification or advancement of expenses with respect to any jointly indemnifiable claim, the indemnitee-related entity making such payment shall be subrogated to the extent of such payment to all of the rights of recovery of the Indemnified Parties against the Corporation, and the Indemnified Parties shall execute all papers reasonably required and shall do all things that may be reasonably necessary to secure such rights, including the execution of such documents as may be necessary to enable the indemnitee-related entities effectively to bring suit to enforce such rights. Each of the indemnitee-related entities shall be third-party beneficiaries with respect to this Article IX, entitled to enforce this Article IX.

2. Definitions. For purposes of this Article IX, the following terms shall have the following meanings:

(1) The term "indemnitee-related entities" means any corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other

enterprise (other than the Corporation) from whom an Indemnified Party may be entitled to indemnification or advancement of expenses with respect to which, in whole or in part, the Corporation may also have an indemnification or advancement obligation.

(2) The term “jointly indemnifiable claims” shall be broadly construed and shall include, without limitation, any action, suit or proceeding for which the Indemnified Parties shall be entitled to indemnification or advancement of expenses from both the indemnitee- related entities and the Corporation pursuant to Delaware law, any agreement or articles of incorporation, bylaws, partnership agreement, operating agreement, certificate of formation, certificate of limited partnership or comparable organizational documents of the Corporation or the indemnitee-related entities, as applicable.

3. Preservation of Rights. A right to indemnification arising under these Amended and Restated Articles of Incorporation shall not be eliminated or impaired by an amendment to these Amended and Restated Articles of Incorporation after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification is sought.

ARTICLE X

DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereto is not permitted under the Act, as the same exists or may hereafter be amended. If the Act is amended hereafter to authorize the further elimination or limitation of the liability of the directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the Act, as so amended. Any repeal or modification of this Article X 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 XI

BUSINESS OPPORTUNITIES

1. Non-Exclusivity. In recognition and anticipation that (i) certain directors, principals, officers, employees and/or other representatives of Z Capital Partners, L.L.C. (“Z Capital”) and its Affiliates (as defined below) may serve as directors, officers or agents of the Corporation, (ii) Z Capital and its Affiliates may now engage and may continue to engage in the same or similar activities or related lines of business as those in which the Corporation, directly or indirectly, may engage and/or other business activities that overlap with or compete with those in which the Corporation, directly or indirectly, may engage, and (iii) members of the Board of Directors who are not employees of the Corporation (“Non-Employee Directors”) and their respective Affiliates may now engage and may continue to engage in the same or similar activities or related lines of business as those in which the Corporation, directly or indirectly, may engage and/or other business activities that overlap with or compete with those in which the Corporation, directly or indirectly, may engage, the provisions of this Article XI are set forth to regulate and define the conduct of certain affairs of the Corporation with respect to certain

classes or categories of business opportunities as they may involve any of Z Capital, the Non-Employee Directors or their respective Affiliates and the powers, rights, duties and liabilities of the Corporation and its directors, officers and stockholders in connection therewith.

2. Liabilities and Duties. None of (i) Z Capital or any of its Affiliates or (ii) any Non-Employee Director (including any Non-Employee Director who serves as an officer of the Corporation in both his or her director and officer capacities) or his or her Affiliates (the Persons (as defined below) identified in (i) and (ii) above being referred to, collectively, as "Identified Persons" and, individually, as an "Identified Person") shall, to the fullest extent permitted by law, have any duty to refrain from directly or indirectly (1) engaging in the same or similar business activities or lines of business in which the Corporation or any of its Affiliates now engages or proposes to engage or (2) otherwise competing with the Corporation or any of its Affiliates, and, to the fullest extent permitted by law, no Identified Person shall be liable to the Corporation or its stockholders or to any Affiliate of the Corporation for breach of any fiduciary duty solely by reason of the fact that such Identified Person engages in any such activities. To the fullest extent permitted by law, the Corporation hereby renounces any interest or expectancy in, or right to be offered an opportunity to participate in, any business opportunity which may be a corporate opportunity for an Identified Person and the Corporation or any of its Affiliates, except as provided in Section 3 of this Article XI. Subject to said Section 3 of this Article XI, in the event that any Identified Person acquires knowledge of a potential transaction or other business opportunity which may be a corporate opportunity for itself, herself or himself and the Corporation or any of its Affiliates, such Identified Person shall, to the fullest extent permitted by law, have no duty to communicate or offer such transaction or other business opportunity to the Corporation or any of its Affiliates and, to the fullest extent permitted by law, shall not be liable to the Corporation or its stockholders or to any Affiliate of the Corporation for breach of any fiduciary duty as a stockholder, director or officer of the Corporation solely by reason of the fact that such Identified Person pursues or acquires such corporate opportunity for itself, herself or himself, or offers or directs such corporate opportunity to another Person.

3. Corporate Opportunities. The Corporation does not renounce its interest in any corporate opportunity offered to any Non-Employee Director (including any Non-Employee Director who serves as an officer of this Corporation) if such opportunity is expressly offered to such person solely in his or her capacity as a director or officer of the Corporation, and the provisions of Section 2 of this Article XI shall not apply to any such corporate opportunity. In addition to and notwithstanding the foregoing provisions of this Article XI, a corporate opportunity shall not be deemed to be a potential corporate opportunity for the Corporation if it is a business opportunity that (i) the Corporation is neither financially or legally able, nor contractually permitted to undertake, (ii) from its nature, is not in the line of the Corporation's business or is of no practical advantage to the Corporation or (iii) is one in which the Corporation has no interest or reasonable expectancy.

4. Definitions. For purposes of this Article XI, (i) "Affiliate" shall mean (a) in respect of Z Capital, any Person that, directly or indirectly, is controlled by Z Capital, controls Z Capital or is under common control with Z Capital and shall include any principal, member, director, partner, stockholder, officer, employee or other representative of any of the foregoing (other than the Corporation and any entity that is controlled by the Corporation), (b) in respect of a Non-Employee Director, any Person that, directly or indirectly, is controlled by such Non-

Employee Director (other than the Corporation and any entity that is controlled by the Corporation) and (c) in respect of the Corporation, any Person that, directly or indirectly, is controlled by the Corporation; and (ii) "Person" shall mean any individual, corporation, general or limited partnership, limited liability company, joint venture, trust, association or any other entity.

5. Notice and Consent. To the fullest extent permitted under the Act and by applicable law, any Person purchasing or otherwise acquiring any interest in any shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this Article XI.

ARTICLE XII

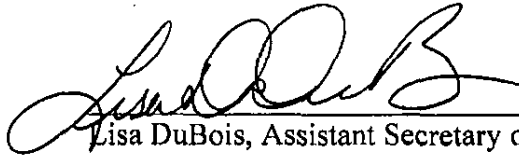
AMENDMENT

The Corporation reserves the right at any time to amend, alter, change, add to or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by applicable statute, and all rights, preferences and privileges conferred upon the stockholders or directors of the Corporation by and pursuant to these Amended and Restated Articles of Incorporation in their present form or as hereafter amended are granted subject to this reservation.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

THE UNDERSIGNED, having been named in the foregoing Amended and Restated Articles of Incorporation as the registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Twin-Star International, Inc.

DATED: Effective this 25th day of April, 2016.



Lisa DuBois, Assistant Secretary of C T
Corporation System