

Amelia S. Galt



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 622767 7935488

AUTHORIZATION :

Susie Knight

COST LIMIT : \$52.50

ORDER DATE : April 24, 2013

ORDER TIME : 9:19 AM

ORDER NO. : 622767-005

CUSTOMER NO: 7935488

DOMESTIC AMENDMENT FILING

NAME: HENDERSON DISCOVERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

Articles of Amendment
to
Articles of Incorporation
of

Henderson Discovery, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P98000074798

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address: _____, Florida

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

FILED
13 APR 24 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ☐ Change		N/A	
☐ Add			
☐ Remove			
2) ☐ Change			
☐ Add			
☐ Remove			
3) ☐ Change			
☐ Add			
☐ Remove			
4) ☐ Change			
☐ Add			
☐ Remove			
5) ☐ Change			
☐ Add			
☐ Remove			
6) ☐ Change			
☐ Add			
☐ Remove			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

SEE ATTACHED EXHIBIT A

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: 4-23-2013

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____"
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 4/23/2013

Signature John Condon
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John Condon

(Typed or printed name of person signing)

Vice President/Treasurer

(Title of person signing)

Henderson Discovery Inc.

Amendment of Articles of Incorporation (April 23, 2103)

"Section 7. Purposes.

The sole purpose to be conducted or promoted by the Corporation is owning the Properties commonly known as "NASA Court 1", "NASA Court 2", and "NASA Court 3"; and further:

- (i) will not engage in any business unrelated to the ownership of the Properties;
- (ii) will not hold any assets other than those related to the Properties;
- (iii) will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale, transfer of any partnership or membership interests or the like, held by it, or amendment of its articles of incorporation.
- (iv) without the unanimous consent of all of its directors will not, with respect to itself or to any other entity in which it has a direct or indirect legal or beneficial ownership interest, take any Bankruptcy Action;
- (v) intends to maintain adequate capital in light of its contemplated business operations, provided, however, the foregoing shall not require any direct or indirect shareholder of the Corporation to make any additional capital contributions to the Corporation;
- (vi) will not fail to correct any known misunderstanding regarding the separate identity of the Corporation;
- (vii) will maintain its books, records, resolutions and agreements as official records separate from any other Person;
- (viii) will not commingle its funds or assets with those of any other Person;
- (ix) will hold its assets in its own name;
- (x) will conduct its business in its name only, and has not and will not use any trade name,
- (xi) will maintain its financial statements, accounting records and other entity documents separate from any other Person;
- (xii) will pay its own liabilities, including the salaries of its own employees, out of its own funds and assets;
- (xiii) will observe all corporate formalities;

-
- (xiv) will maintain an arm's-length relationship with its Affiliates, if any;
 - (xv) will have no indebtedness other than the indebtedness permitted by its lenders, and other than unsecured trade payables in the ordinary course of business;
 - (xvi) will not assume or guarantee or become obligated for the debts or obligations of any other Person or hold out its credit or assets as being available to satisfy the debts or obligations of any other Person except for debt permitted under (xvi), above;
 - (xvii) will not acquire obligations or securities of its shareholders;
 - (xviii) will allocate fairly and reasonably shared expenses, including shared office space, and uses separate stationery, invoices and checks bearing its own name;
 - (xix) except in connection with debt permitted under (xv), above, will not pledge its assets for the benefit of any other Person;
 - (xx) will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other Person;
 - (xxi) will maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any other Person;
 - (xxii) will not make loans to any Person;
 - (xxiii) will not identify its shareholders, or any Affiliate of any of them, as a division or part of it;
 - (xxiv) will not enter into or be a party to, any transaction, contract or agreement with its shareholders or Affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arm's-length transaction with an unrelated third party;
 - (xxv) will have no obligation to indemnify its officers or directors, or has such an obligation that is fully subordinated to the debt permitted under (xv), above, and will not constitute a claim against it if cash flow in excess of the amount required to pay the debt permitted under (xvi), above, is insufficient to pay such obligation; and
 - (xxvi) will consider the interests of its creditors in connection with all corporate, actions."

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HENDERSON DISCOVERY, INC.

DOCUMENT NUMBER: P98000074798

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

Please return all correspondence concerning this matter to the following:

Walter J. Timby, III, Esquire

Name of Contact Person

GIBSON & PERKINS., P.C.

Firm/ Company

100 West Sixth Street, Suite 204

Address

Media, PA 19063

City/ State and Zip Code

wtimby@gibperk.com

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

For further information concerning this matter, please call:

Walter J. Timby, III, Esquire

at (610) 565-1708 Ext 5

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301