

7/1/2020

Division of Corporations

### Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

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Division of Corporations  
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#### COR AMND/RESTATE/CORRECT OR O/D RESIGN L3 SECURITY & DETECTION SYSTEMS, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 04      |
| Estimated Charge      | \$43.75 |

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July 2, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations

L3 SECURITY & DETECTION SYSTEMS, INC.

C/O L-3 COMMUNICATIONS CORPORATION

600 THIRD AV

NEW YORK, NY 10016

SUBJECT: L3 SECURITY & DETECTION SYSTEMS, INC.

REF: F04000006927

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H20000205706  
Letter Number: 820A00013025

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F04000006927

(Document number of corporation (if known))

- 1. L3 Security & Detection Systems, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of)
3. 12/8/2004 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

- 4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 4, 2020
5. Leidos Security Detection & Automation, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

- 6. If the amendment changes the period of duration, indicate new period of duration.
(New duration)

- 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
(New jurisdiction)

8. 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

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TALLAHASSEE, FL

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

| <u>Title/ Capacity</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u> |
|------------------------|-------------|----------------|-----------------------|
| _____                  | _____       | _____          | Add                   |
| _____                  | _____       | _____          | Remove                |
| _____                  | _____       | _____          | Add                   |
| _____                  | _____       | _____          | Remove                |
| _____                  | _____       | _____          | Add                   |
| _____                  | _____       | _____          | Remove                |
| _____                  | _____       | _____          | Add                   |
| _____                  | _____       | _____          | Remove                |
| _____                  | _____       | _____          | Add                   |
| _____                  | _____       | _____          | Remove                |

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

*Rac Kliavs*  
 (Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Rac Kliavs  
 (Typed or printed name of person signing)

*Assistant Secretary*  
 (Title of person signing)

FILING FEE \$35.00

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "L3 SECURITY & DETECTION SYSTEMS, INC.", CHANGING ITS NAME FROM "L3 SECURITY & DETECTION SYSTEMS, INC." TO "LEIDOS SECURITY DETECTION & AUTOMATION, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 2020, AT 2:33 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Handwritten signature of Jeffrey W. Bullock, Secretary of State, written in black ink over a horizontal line.

Jeffrey W. Bullock, Secretary of State

2663695 8100  
SR# 20203409180

Authentication: 202872062  
Date: 05-04-20

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**L3 SECURITY & DETECTION SYSTEMS, INC.**

L3 SECURITY & DETECTION SYSTEMS, INC., a Delaware Corporation, hereby certifies as follows:

1. The name of the Corporation is L3 SECURITY & DETECTION SYSTEMS, INC. and it was originally incorporated under the name of Vivid Technologies, Inc.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on September 26, 1996.
3. This Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") amends and restates the provisions of the Corporation's Certificate of Incorporation as heretofore amended and supplemented.
4. This Certificate of Incorporation was duly adopted by the Corporation's Board of Directors and stockholders in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.
5. The text of the Corporation's Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

**FIRST: NAME.** The name of the Corporation is Leidos Security Detection & Automation, Inc.

**SECOND: ADDRESS.** The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801 and the name of its registered agent at that address is The Corporation Trust Company.

**THIRD: PURPOSE.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "DGCL").

**FOURTH: CAPITALIZATION.** The total number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares. All such shares are to be Common Stock, par value \$0.01 per share, and are to be of one class.

**FIFTH: BALLOT.** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall otherwise provide.

**SIXTH: BYLAWS.** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of the Corporation.

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered: 02:33 PM 05/04/2020  
 FILED 02:33 PM 05/04/2020  
 SR 20203409180 - File Number 2663695

**SEVENTH: THE BOARD OF DIRECTORS.** The number of directors which shall constitute the whole Board of Directors of the Corporation shall be not less than two (2) and the exact number shall be fixed by the Board of Directors.

**EIGHTH: AMENDMENT.** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

### **NINTH: INDEMNIFICATION AND LIMITATION OF LIABILITY**

#### **(A) Indemnification.**

(1) *Indemnification of Directors and Officers.* The Corporation shall indemnify its directors and elected and appointed officers to the fullest extent authorized or permitted by the DGCL, as the same exists or may hereafter be amended, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or administrators) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors of the Corporation.

(2) *Advancement of Expenses.* The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorney's fees) incurred by past or present directors and officers of the Corporation in defending any proceeding in advance of its final disposition; provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by such persons to repay all amounts advanced if it should be ultimately determined that such person is not entitled to be indemnified under this Article NINTH or otherwise.

(3) *Indemnification of Employees and Agents.* The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation who are not directors or officers similar to those conferred in this Section (A) to directors and officers of the Corporation.

The right to indemnification and to the advancement of expenses conferred in this Section (A) shall not be exclusive of any other right which any person may have or hereafter acquire under this Restated Certificate of Incorporation, the Bylaws of the Corporation, any statute, agreement, insurance policy, vote of stockholders or disinterested directors, or otherwise.

(B) **Limitation on Liability.** No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing

violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit.

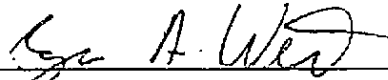
(C) **Repeal or Modification of Rights.** Any repeal or modification of Section (A) shall not adversely affect any rights to indemnification and advancement of expenses of a director or officer of the Corporation existing pursuant to Section (A) with respect to any acts or omissions of such director occurring prior to such repeal or modification. Any repeal or modification of Sections (A) or (B) shall not have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such repeal or modification.

*[Remainder of page intentionally left blank]*



**IN WITNESS WHEREOF**, the undersigned has executed this Amended and Restated Certificate of Incorporation on this 4<sup>th</sup> day of May 2020.

**L3 SECURITY & DETECTION SYSTEMS,  
INC.**



Name: Benjamin A. Winter  
Title: Corporate Secretary