

P05000003094

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000000186 3)))



H070000001863ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

07 JAN 9 9 AM 8:00

FROM THE DIVISION OF CORPORATIONS

Division of Corporations
Fax Number : (850) 205-0380

Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I19990000021
Phone : (904) 356-2600
Fax Number : (904) 355-0233

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JAN -9 PM 1:29

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

D & S FARMS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help



January 2, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

D & S FARMS, INC.
% O'STEEN BROTHERS, INC.
1006 SE 4TH STREET
GAINESVILLE, FL 32601

SUBJECT: D & S FARMS, INC.
REF: P05000003094

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

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

FAX Aud. #: H07000000186
Letter Number: 607A00000147

H07000000186

ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
D & S FARMS, INC.

Pursuant to Section 607.1007, Florida Statutes, D & S Farms, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

FIRST: The Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles") are set forth in EXHIBIT A.

SECOND: The Articles of Amendment and Restatement were adopted as of November 30, 2006.

THIRD: The Amended and Restated Articles were adopted by the consent of a majority of the Board of Directors of the Corporation and shareholders of the Corporation holding a majority of the votes entitled to be cast in accordance with the requirements set forth in Section 607.1003(5) of the Florida Statutes.

Signed this 30th day of November, 2006.

D & S FARMS, INC.,
a Florida corporation

By: Dexter O'Steen
Dexter O'Steen, President

FILED
07 JAN -9 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FL 32399

H07000000186

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
D & S FARMS, INC.**

**ARTICLE I
NAME**

The name of the Corporation is D & S Farms, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at, and its mailing address is, 1006 SE 4th Street, Gainesville, Florida 32601.

**ARTICLE III
CAPITAL STOCK**

(a) Authorized Capital Stock. This Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, no par value. One Thousand (1,000) shares shall be designated as Class A Voting Common shares and Ninety-Nine Thousand (99,000) shares shall be designated as Class B Non-Voting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the Corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Non-Voting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Non-Voting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders.

(b) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

H07000000186

H07000000186

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

(e) Exchange of Stock. Each share of common stock issued and outstanding as of the date hereof shall be converted into One (1) share of Class A Voting Common shares and Ninety-Nine (99) shares of Class B Nonvoting Common shares upon the filing of these Articles of Amendment and Restatement with the Secretary of State of the State of Florida.

ARTICLE IV DIRECTORS

(a) Number and Qualification. There shall be a Board of Directors for this Corporation which shall consist of at least one (1) member, the number of the same to be fixed by the corporate bylaws. Each of the directors shall be of full age and shall be duly licensed or otherwise legally authorized to practice medicine in the State of Florida. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this Corporation may remove any director from office at any time with or without cause.

(b) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE V BYLAWS

Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE VI DURATION

This Corporation shall exist perpetually. These Amended and Restated Articles of Incorporation shall become effective when filed with the Secretary of State of the State of Florida.

END OF DOCUMENT