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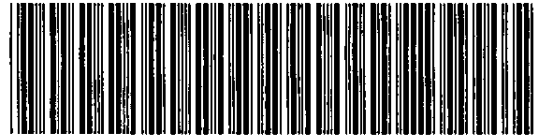
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Citrus Extracts, Inc.

DOCUMENT NUMBER: P08000003124

Please return all correspondence concerning this matter to the following:

Steven L. Sample

Name of Contact Person

Citrus Extracts, Inc.

Firm/ Company

3495 South U.S. Hwy.1, Bldg. 12-E

Address

Ocala, FL 34471

City/ State and Zip Code

steve.sample@acacia.bz

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

For further information concerning this matter, please call:

Steven L. Sample at ( 352 ) 427-6848

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:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF ACACIA FLORIDA VEHICLE AUCTION, INC.

July 23, 2013

Pursuant to Title XXXVI, Section 617.0821 of the 2012 Florida Statutes, the undersigned, being the sole Director of Acacia Florida Vehicle Auction, Inc., a Florida corporation (the "Corporation"), hereby declares that upon execution of this Unanimous Written Consent by the Sole Director of the Corporation, the following resolutions shall then be consented to, approved of, and adopted to the same extent and to have the same force and effect as if adopted at a meeting of the board of directors duly called and held for the purpose of acting upon proposals to adopt such resolutions.

I. RESOLUTION TO AUTHORIZE AMENDMENT OF THE CORPORATION'S ARTICLES OF INCORPORATION

**WHEREAS**, the Corporation has determined that it is in its best interests to authorize certain amendments to its Articles of Incorporation and to restate the Corporation's Articles of Incorporation in their entirety.

**NOW THEREFORE, BE IT RESOLVED** that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows, in accordance with the provisions authorizing the amendments.

**ARTICLES OF AMENDMENT AND RESTATED ARTICLES  
OF INCORPORATION OF ACACIA FLORIDA VEHICLE AUCTION, INC.**

Acacia Florida Vehicle Auction, Inc., a Florida for profit corporation (the "Corporation"), pursuant to the provisions of the 2012 Florida Statutes hereby adopts these amendments and restated Articles of Incorporation, which accurately copies and makes new amendments to the Articles of Incorporation of the Corporation and contains all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation.

**WHEREAS** the Corporation's current Articles of Incorporation, together with all previous amendments thereto and prior to any new amendments thereof, should be properly incorporated hereinbelow by way of reference; and,

**WHEREAS**, the Board of Directors now deems it to be in the best interests of the Corporation to amend and restate the Corporation's Articles of Incorporation, subject to ratification of its shareholders; and

**WHEREAS** these Amended and Restated Articles of Incorporation make new amendments to the existing Articles of Incorporation, and each Article of the original Articles of Incorporation, and each subsequent amendment of any thereof, is hereinafter

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stated and subsequently eliminated and the Articles appearing in the Restated Articles of Incorporation attached to this form are substituted in their place; and,

**WHEREAS** each new amendment has been made in accordance with the provisions of the Florida Statutes, these amendments to the Articles of Incorporation and the Restated Articles of Incorporation having been approved by the governing documents of the Corporation in the manner required.

**NOW THEREFORE, BE IT RESOLVED** that, pursuant to the provisions of the relevant sections of the 2012 Florida Statutes, the Board of Directors of the Corporation on July 23, 2013 adopted in the entirety hereof the following Amendments to its Articles of Incorporation which accurately copies the Articles of Incorporation and all amendments in effect to date and the full Restatement of its Articles of Incorporation, subject to proper ratification by the shareholders of the Corporation; and,

**BE IT FURTHER RESOLVED** that the following accurately sets forth the Corporation's current Articles of Incorporation, together with all previous amendments thereto, being the entirety of same prior to any new amendments made by this filing as of July 23, 2013; and,

**BE IT FURTHER RESOLVED** that the Corporation's Articles of Incorporation, as further amended by these Articles of Amendment, identified and made in accordance with the 2012 Florida Statutes, are set forth below and contain no other changes in any provisions.

**Amendment 1.**

**BE IT FURTHER RESOLVED** that the first amendment changes ARTICLE ONE, and the full text of the existing Amendment and the provision changed is as follows:

The instrument described above previously stated:

**ARTICLE ONE**

The name of the Corporation is Acacia Florida Vehicle Auction, Inc.

That provision is now changed to correctly read as follows:

**ARTICLE ONE**

The name of the Corporation is Citrus Extracts, Inc.

**Amendment 2.**

**BE IT FURTHER RESOLVED** that the second amendment changes ARTICLE TWO, and the full text of the existing Amendment and the provision changed is as follows:

The instrument described above previously stated:

**ARTICLE TWO**

The principal place of business address:

3512 E. Silver Springs Boulevard - #243  
Ocala, FL 34470

The mailing address of the corporation is:

3512 E. Silver Springs Boulevard - #243  
Ocala, FL 34470

That provision is now changed to correctly read as follows:

**ARTICLE TWO**

The principal place of business of the Corporation is:

3495 South U.S. Highway 1, Building 12-E  
Fort Pierce, FL 34982

The mailing address of the Corporation is:

3512 East Silver Springs Boulevard - #243  
Ocala, FL 34470

**Amendment 3.**

**BE IT FURTHER RESOLVED** that the third amendment changes ARTICLE FOUR, and the full text of the existing Amendment and the provision changed is as follows:

The instrument described above previously stated:

**ARTICLE FOUR**

The number of shares the corporation is authorized to issue is:

10,000

That provision is now changed to correctly read as follows:

#### **ARTICLE FOUR**

The Corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares of stock which the Corporation shall have authority to issue is Twelve Thousand (12,000); the total number of shares of Preferred Stock shall be Two Thousand (2,000) with a par value of One Tenth of a Cent (\$0.001); the total number of shares of Common Stock shall be Ten Thousand (10,000) with a par value of One Tenth of a Cent (\$0.001).

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the voting rights, designations, powers, preferences, and the relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock; and to fix the number of shares constituting such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding

#### **Amendment 4.**

**BE IT FURTHER RESOLVED** that the fourth amendment changes ARTICLE SEVEN, and the full text of the existing Amendment and the provision changed is as follows:

The instrument described above previously stated:

#### **ARTICLE SEVEN**

The initial officer(s) and/or director(s) of the corporation is/are:

Title: CEO  
STEVEN L. SAMPLE  
2806 SE 29<sup>TH</sup> STREET  
OCALA, FL 34471

Title: P  
TONY MOORBY  
5214 MARYLAND WAY, SUITE 104  
BRENTWOOD, TN 37027

That provision is now changed to correctly read as follows:

#### **ARTICLE SEVEN**

The officers and directors of the corporation are:

Title: CEO and Director  
Steven L. Sample  
3495 South U.S. Highway 1, Building 12-E  
Ft. Pierce, FL 34982

Title: P  
William J. Howe  
3495 South U.S. Highway 1, Building 12-E  
Ft. Pierce, FL 34982

Title: VP  
Clarence Shivers  
3495 South U.S. Highway 1, Building 12-E  
Ft. Pierce, FL 34982

#### **Amendment 5.**

**BE IT FURTHER RESOLVED** that the fifth amendment adds ARTICLE NINE, and the full text of the new ARTICLE NINE is as follows:

The instrument described above correctly reads as follows:

#### **ARTICLE NINE**

The Corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares of stock which the Corporation shall have authority to issue is One hundred fifty two million (152,000,000); the total number of shares of Preferred Stock shall be Two Million (2,000,000) with a par value of One Tenth of a Cent (\$0.001); the total number of shares of Common Stock shall be One Hundred Fifty Million (150,000,000) with a par value of One Tenth of a Cent (\$0.001).

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the voting rights, designations, powers, preferences, and the relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock; and to fix the number of shares constituting such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding

Amendment 6.

**BE IT FURTHER RESOLVED** that the sixth amendment adds ARTICLE TEN, and the full text of the new ARTICLE TEN is as follows:

The instrument described above correctly reads as follows:

**ARTICLE TEN**

The Board of Directors may issue shares of any class of stock of the Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying rights, options, or warrants to purchase shares of any class. No shareholder of the Corporation shall by reasons of his holding shares of any class of stock of the Corporation have any pre-emptive or preferential rights to purchase or subscribe to any shares of any class of the Corporation now or hereafter to be authorized, or to any notes, debentures, bonds or other subscriptions convertible into or carrying rights, options or warrants to purchase shares of any class, now or hereafter to be authorized whether or not the issuance of any such shares, notes, debentures, bonds or other securities would adversely affect the dividend rights of such shareholder. The Board of Directors, however, may in its discretion, and at such price as it may fix, grant such rights to shareholders of the Corporation.

The Board of Directors may issue shares of any class of stock of the Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying rights, options, or warrants to purchase shares of any class. No shareholder of the Corporation shall by reasons of his holding shares of any class of stock of the Corporation have any pre-emptive or preferential rights to purchase or subscribe to any shares of any class of the Corporation now or hereafter to be authorized, or to any notes, debentures, bonds or other subscriptions convertible into or carrying rights, options or warrants to purchase shares of any class, now or hereafter to be authorized whether or not the issuance of any such shares, notes, debentures, bonds or other securities would adversely affect the dividend rights of such shareholder. The Board of Directors, however, may in its discretion, and at such price as it may fix, grant such rights to shareholders of the Corporation.

Amendment 7.

**BE IT FURTHER RESOLVED** that the seventh amendment adds ARTICLE ELEVEN, and the full text of the new ARTICLE ELEVEN is as follows:



The instrument described above correctly reads as follows:

#### **ARTICLE ELEVEN**

In all the elections for directors, each shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him, for as many persons as there are directors to be elected, and for whose election he has the right to vote. It is expressly prohibited for any shareholder to cumulate his votes in any election of directors.

Each outstanding share, regardless of class, shall be entitled to the number of votes attached to that share by the relative voting rights and preferences attached thereto, on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by these Articles of Incorporation.

#### **Amendment 8.**

**BE IT FURTHER RESOLVED** that the eighth amendment adds ARTICLE TWELVE, and the full text of the new ARTICLE TWELVE is as follows:

The instrument described above correctly reads as follows:

#### **ARTICLE TWELVE**

Any action required by the Florida Statutes to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders may be taken without holding a meeting, providing notice, or taking a vote if shareholders having at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting in which each shareholder entitled to vote on the action is present and votes, sign a written consent or consents stating the action taken.

Any such written consent or consents must include the date each shareholder signed the consent and is effective to take the action that is the subject of the consent only if the consent or consents are delivered to the Corporation not later than the date the consent is required to be delivered to the Corporation by Florida Statute.

Any such signed consent or a signed copy thereof, shall be placed in the Minute Book of the Corporation.

Unless otherwise restricted by these Articles of Incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting. Any such signed consent, or a signed copy thereof, shall be placed in the Minute Book of the Corporation.

**Amendment 9.**

**BE IT FURTHER RESOLVED** that the ninth amendment adds ARTICLE THIRTEEN, and the full text of the new ARTICLE THIRTEEN is as follows:

The instrument described above correctly reads as follows:

**ARTICLE THIRTEEN**

These Articles may be altered, amended, or repealed or new Articles may be adopted by the shareholders by the affirmative vote of a majority of the shares of Capital Stock of the Corporation entitled to vote thereon. Each outstanding share, regardless of class, shall be entitled to the number of votes attached to that share by the relative voting rights and preferences attached thereto, on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by these Articles of Incorporation.

At any meeting of the shareholders, every shareholder having the right to vote may vote either in person or by proxy executed in writing by the shareholder or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law.

The shareholders of this Corporation may (i) adopt a plan of merger or consolidation and/or (ii) authorize a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation by the affirmative vote of a majority of the shares of Capital Stock of the Corporation entitled to vote thereon.

**Amendment 10.**

**BE IT FURTHER RESOLVED** that the tenth amendment adds ARTICLE FOURTEEN, and the full text of the new ARTICLE FOURTEEN is as follows:

The instrument described above correctly reads as follows:

#### **ARTICLE FOURTEEN**

Permissive Indemnification. The Corporation shall, to the maximum extent permitted by the Florida Statutes (or any other applicable law, rule or regulation), indemnify and hold harmless each person 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, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the Corporation, was acting at the direction of and on behalf of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Pursuant to the foregoing, a director of the Corporation shall not be personally liable to the Corporation or 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) for any transaction from which the director derived an improper personal benefit, or (iv) for any other reason set forth in the Florida Statutes as may apply.

Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

Mandatory Indemnification. The Corporation shall indemnify an officer or director, former officer or director, or other person acting at the direction of and on behalf of the Corporation against reasonable expenses actually incurred by the person in connection with a proceeding in which the person is a respondent

because the person is or was an officer or director or other specified agent of the Corporation (a) if the person is wholly successful, on the merits or otherwise, in the defense of the proceeding; or, (b) a court that determines, in a suit for indemnification, that an officer or director, former officer or director, or other person acting at the direction of and on behalf of the Corporation is entitled to indemnification under this section shall order indemnification and award to the person the expenses incurred in securing the indemnification.

Subject to the foregoing, expenses incurred by any such person in defending a civil or criminal action, suit or proceeding, subject to the terms and conditions of this ARTICLE FOURTEEN, shall be paid by the Corporation on an ongoing basis as billed in advance of the final disposition of such action, suit or proceeding, to the maximum extent permitted by law. Notwithstanding any subsequent alteration, amendment or repeal of this ARTICLE FOURTEEN, the rights to indemnification and to payments created by this ARTICLE FOURTEEN shall apply to (a) any claims made or asserted at any time while this ARTICLE FOURTEEN is in effect and (b) any claims based on or arising from any act, omission or event occurring at any time while this ARTICLE FOURTEEN is in effect

The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance, at its expense, and to indemnify any person against any judgment, fine, amount paid in settlement or other liability, if the Corporation would have the power to so indemnify such person under the Florida Statutes.

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**RESTATED ARTICLES OF INCORPORATION  
OF ACACIA FLORIDA VEHICLE AUCTION, INC.**

**WHEREAS** Acacia Florida Vehicle Auction, Inc., in accordance with and pursuant to the provisions of the 2012 Florida Statutes, adopts these following restated Articles of Incorporation, which accurately states the text and all amendments thereof in their entirety. These Restated Articles of Incorporation do not contain any other change to the Articles of Incorporation being restated except for the information permitted to be omitted by the provisions of the Florida Statutes applicable to the filing entity. Each statement effected by these restated Articles of Incorporation and each amendment made by these restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on July 23, 2013, and properly submitted for ratification by Unanimous Written Consent of the Shareholders of Citrus Extracts, Inc. in Lieu of a Special Meeting of Shareholders on July 24, 2013.

**NOW THEREFORE, BE IT RESOLVED** that these Articles of Incorporation, in their entirety, as now amended and restated as set forth below and having have been properly adopted by the Board of Directors of the Corporation on July 23, 2013, and duly ratified by Unanimous Written Consent of the Shareholders of Citrus Extracts, Inc. in Lieu of a Special Meeting of Shareholders on July 24, 2013, in accordance with and pursuant to the provisions of the Florida Statutes and the governing documents of the Corporation, supersedes all prior amendments and modifications thereof and contains no other changes in any provisions.

#### **ARTICLE ONE**

The name of the Corporation is Citrus Extracts, Inc.

#### **ARTICLE TWO**

The principal place of business of the Corporation is:

3495 South U.S. Highway 1, Building 12-E  
Fort Pierce, FL 34982

The mailing address of the Corporation is:

3512 East Silver Springs Boulevard - #243  
Ocala, FL 34470

#### **ARTICLE THREE**

The purpose for which this Corporation is organized is:

Any and all lawful business.

#### **ARTICLE FOUR**

The Corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares of stock which the Corporation shall have authority to issue is Twelve Thousand (12,000); the total number of shares of Preferred Stock shall be Two Thousand (2,000) with a par value of One Tenth of a Cent (\$0.001); the total number of shares of Common Stock shall be Ten Thousand (10,000) with a par value of One Tenth of a Cent (\$0.001).

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the voting rights, designations, powers, preferences, and the relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock; and to fix the number of shares constituting such series, and to increase

or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding)

#### **ARTICLE FIVE**

The name and Florida street address of the registered agent is:

Steven L. Sample  
2806 SE 29<sup>th</sup> Street  
Ocala, FL 334471

I certify that I am familiar with and accept the responsibilities of registered Agent:

Registered Agent Signature: /S/ Steven L. Sample

#### **ARTICLE SIX**

The name and address of the incorporator is:

Steven L. Sample  
2806 SE 29<sup>th</sup> Street  
Ocala, FL 34471

Incorporator's Signature:

/S/ Steven L. Sample

#### **ARTICLE SEVEN**

The officers and directors of the corporation are:

Title: CEO and Director  
Steven L. Sample  
3495 South U.S. Highway 1, Building 12-E  
Ft. Pierce, FL 34982

Title: P  
William J. Howe  
3495 South U.S. Highway 1, Building 12-E  
Ft. Pierce, FL 34982

Title: VP  
Clarence Shivers  
3495 South U.S. Highway 1, Building 12-E  
Ft. Pierce, FL 34982

## **ARTICLE EIGHT**

The effective date for this Corporation shall be:

01/08/2008

## **ARTICLE NINE**

The Corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares of stock which the Corporation shall have authority to issue is One hundred fifty two million (152,000,000); the total number of shares of Preferred Stock shall be Two Million (2,000,000) with a par value of One Tenth of a Cent (\$0.001); the total number of shares of Common Stock shall be One Hundred Fifty Million (150,000,000) with a par value of One Tenth of a Cent (\$0.001).

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the voting rights, designations, powers, preferences, and the relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock; and to fix the number of shares constituting such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding

## **ARTICLE TEN**

The Board of Directors may issue shares of any class of stock of the Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying rights, options, or warrants to purchase shares of any class. No shareholder of the Corporation shall by reasons of his holding shares of any class of stock of the Corporation have any pre-emptive or preferential rights to purchase or subscribe to any shares of any class of the Corporation now or hereafter to be authorized, or to any notes, debentures, bonds or other subscriptions convertible into or carrying rights, options or warrants to purchase shares of any class, now or hereafter to be authorized whether or not the issuance of any such shares, notes, debentures, bonds or other securities would adversely affect the dividend rights of such shareholder. The Board of Directors, however, may in its discretion, and at such price as it may fix, grant such rights to shareholders of the Corporation.

## **ARTICLE ELEVEN**

In all the elections for directors, each shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him, for as many persons as there are directors to be elected, and for whose election he has the right to vote. It is expressly prohibited for any shareholder to cumulate his votes in any election of directors.

Each outstanding share, regardless of class, shall be entitled to the number of votes attached to that share by the relative voting rights and preferences attached thereto, on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by these Articles of Incorporation.

## **ARTICLE TWELVE**

Any action required by the Florida Statutes to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders may be taken without holding a meeting, providing notice, or taking a vote if shareholders having at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting in which each shareholder entitled to vote on the action is present and votes, sign a written consent or consents stating the action taken.

Any such written consent or consents must include the date each shareholder signed the consent and is effective to take the action that is the subject of the consent only if the consent or consents are delivered to the Corporation not later than the date the consent is required to be delivered to the Corporation by Florida Statute.

Any such signed consent or a signed copy thereof, shall be placed in the Minute Book of the Corporation.

Unless otherwise restricted by these Articles of Incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting. Any such signed consent, or a signed copy thereof, shall be placed in the Minute Book of the Corporation.

## **ARTICLE THIRTEEN**

These Articles may be altered, amended, or repealed or new Articles may be adopted by the shareholders by the affirmative vote of a majority of the shares of Capital Stock of the Corporation entitled to vote thereon. Each outstanding share, regardless of class, shall be entitled to the number of votes attached to that share by the relative voting rights and preferences attached thereto, on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by these Articles of Incorporation.

At any meeting of the shareholders, every shareholder having the right to vote may vote either in person or by proxy executed in writing by the shareholder or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made



irrevocable by law.

The shareholders of this Corporation may (i) adopt a plan of merger or consolidation and/or (ii) authorize a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation by the affirmative vote of a majority of the shares of Capital Stock of the Corporation entitled to vote thereon.

#### **ARTICLE FOURTEEN**

**Permissive Indemnification.** The Corporation shall, to the maximum extent permitted by the Florida Statutes (or any other applicable law, rule or regulation), indemnify and hold harmless each person 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, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the Corporation, was acting at the direction of and on behalf of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Pursuant to the foregoing, a director of the Corporation shall not be personally liable to the Corporation or 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) for any transaction from which the director derived an improper personal benefit, or (iv) for any other reason set forth in the Florida Statutes as may apply.

Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

**Mandatory Indemnification.** The Corporation shall indemnify an officer or director, former officer or director, or other person acting at the direction of and on behalf of the Corporation against reasonable expenses actually incurred by the person in connection with a proceeding in which the person is a respondent because the person is or was an officer or director or other specified agent of the Corporation (a) if the person is wholly successful, on the merits or otherwise, in the defense of the proceeding; or, (b) a court that determines, in a suit for indemnification, that an officer or director, former officer or director, or other person acting at the direction of and on behalf of the Corporation is entitled to indemnification under this section shall order indemnification and award to the person the expenses incurred in securing the indemnification.

Subject to the foregoing, expenses incurred by any such person in defending a

civil or criminal action, suit or proceeding, subject to the terms and conditions of this ARTICLE FOURTEEN, shall be paid by the Corporation on an ongoing basis as billed in advance of the final disposition of such action, suit or proceeding, to the maximum extent permitted by law. Notwithstanding any subsequent alteration, amendment or repeal of this ARTICLE FOURTEEN, the rights to indemnification and to payments created by this ARTICLE FOURTEEN shall apply to (a) any claims made or asserted at any time while this ARTICLE FOURTEEN is in effect and (b) any claims based on or arising from any act, omission or event occurring at any time while this ARTICLE FOURTEEN is in effect

The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance, at its expense, and to indemnify any person against any judgment, fine, amount paid in settlement or other liability, if the Corporation would have the power to so indemnify such person under the Florida Statutes.


**WHEREAS** this document and these Amended and Restated Articles of Incorporation become effective when the document is filed by the Florida Secretary of State.

**NOW THEREFORE, BE IT RESOLVED** that the Corporation's Secretary or other officer is hereby instructed to properly file these Amended and Restated Articles of Incorporation with the Florida Secretary of State at the earliest possible date to make them effective.

The undersigned (i) affirms that the person designated as the Registered Agent for the Corporation in these Restated Articles of Incorporation has consented to the appointment in writing; (ii) affirms that he is authorized under the provisions of law governing the entity to execute the filing instrument; (iii) signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies it under penalty of perjury; and, (iv) affirms that the foregoing amendments to and restatement of the Corporation's Articles of Incorporation were duly adopted by the Corporation's Board of Directors on July 23, 2013, and were ratified on July 24, 2012, by Unanimous Written Consent of the Shareholders of Citrus Extracts, Inc. in Lieu of a Special Meeting of Shareholders on

Date: July 24, 2013

CITRUS EXTRACTS, INC.

By:   
Steven L. Sample, CEO and Sole Director

**WHEREAS** this document and these Amended and Restated Articles of Incorporation become effective when the document is filed by the Florida Secretary of State.

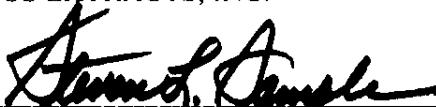
**NOW THEREFORE, BE IT RESOLVED** that the Corporation's Secretary or other officer is hereby instructed to properly file these Amended and Restated Articles of Incorporation with the Florida Secretary of State at the earliest possible date to make them effective.

The undersigned (i) affirms that the person designated as the Registered Agent for the Corporation in these Restated Articles of Incorporation has consented to the appointment in writing; (ii) affirms that he is authorized under the provisions of law governing the entity to execute the filing instrument; (iii) signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies it under penalty of perjury; and, (iv) affirms that the foregoing amendments to and restatement of the Corporation's Articles of Incorporation were duly adopted by the Corporation's Board of Directors on July 23, 2013, and were ratified on July 10, 2012, by Unanimous Written Consent of the Shareholders of Citrus Extracts, Inc. in Lieu of a Special Meeting of Shareholders on

Date: July 23, 2013

CITRUS EXTRACTS, INC.

By:



Steven L. Sample, CEO and Sole Director