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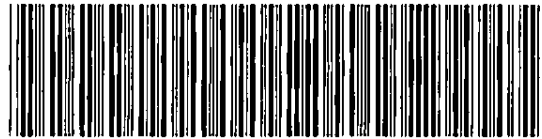
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COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TAMPA WHOLESALE PRODUCE MARKET,
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: MICHELLE T. REISS, ESQ.
Name (Printed or typed)

215 N. HOWARD AVE., STE. 200
Address

TAMPA, FL 33606
City, State & Zip

813.542.8888
Daytime Telephone number

mreiss@appletonreiss.com

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

NOTE: Please provide the original and one copy of the document.

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TAMPA WHOLESALE PRODUCE MARKET, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is: TAMPA WHOLESALE PRODUCE MARKET, INC.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.


CERTIFICATE

It is hereby certified that:

1. The date of filing of the Corporation's original articles of incorporation was July 5, 1934, and its Document Number is 129214.
2. These Amended and Restated Articles of Incorporation (a) amend and restate the provisions of the Articles of Incorporation of the Corporation in their entirety and (b) upon recommendation by the Board of Directors of the Corporation, were duly adopted by the shareholders of the Corporation as of March 5, 2024.

Executed as of the 12 day of March, 2024.

TAMPA WHOLESALE
PRODUCE MARKET, INC.,
a Florida corporation

By: 
Name: Louis Garcia, III
Title: President

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

TAMPA WHOLESALE PRODUCE MARKET, INC.
(a Florida For Profit Corporation)

Pursuant to Section 607.1007 and Section 607.1101 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of Tampa Wholesale Produce Market, Inc. are hereby amended and restated in their entirety to read as follows:

**ARTICLE 1
NAME**

The name of the Corporation is TAMPA WHOLESALE PRODUCE MARKET, INC. (the "Corporation").

**ARTICLE 2
DURATION AND EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE 3
PURPOSE**

The general nature of the business to be transacted by this Corporation shall be to provide means and agencies through itself and through others for the marketing, selling, exchanging, shipping and transporting of all forms of merchandise, especially including agricultural and horticultural products; the acquisition by purchase, lease or otherwise of premises, improved or unimproved, necessary or convenient for such purpose and the improving thereof with buildings, pavements and other facilities therefor; the leasing, letting or granting of privileges and easements to other to engage in marketing, selling and exchanging of merchandise of all kinds on premises owned, leased or controlled by the Corporation; to buy, sell and deal in at wholesale and at retail all forms of merchandise; to act as factor, agent and broker; and generally to engage in a mercantile business; and also to exercise all powers granted by the Act and all valid subsequent laws applicable to corporations incorporated thereunder in the State of Florida.

**ARTICLE 4
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address and mailing address of the Corporation is 2801 Hillsborough Avenue, Tampa, FL 33610.

**ARTICLE 5
CAPITAL STOCK**

The Corporation is authorized to issue up to eight thousand five hundred (8,500) shares of capital stock, par value \$10.00 per share, of which eight thousand four hundred (8,400) shares

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will be designated as Common Stock and one hundred (100) shares will be designated a Preferred Stock.

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions, thereof in respect of each class of capital stock of the Corporation.

A. GENERAL PROVISIONS

1. No Preference Regarding Distributions. All capital stock of the Corporation, whether Common Stock or Preferred Stock, shall share equally in the ownership of the assets of the Corporation and in any distributions by the Corporation.

B. COMMON STOCK

1. Voting. Common Stock shall not entitle the holder thereof to vote on any matter unless specifically required by law.

C. PREFERRED STOCK

1. Voting. Each holder of Preferred Stock shall be entitled to cast one (1) vote on any matter submitted to a vote of the shareholders of the Corporation, regardless of the number of shares of Preferred Stock owned by such holder.

2. Restrictions on Ownership of Preferred Stock. No Preferred Stock shall be issued or sold by the Corporation to any person except a bona fide dealer in agricultural or horticultural products in Hillsborough County, Florida (a "Dealer"), who owns or leases a stall at the Premises, as defined in Article VII of the Bylaws, and in whose name there shall stand of record at the time of such issuance at least twenty-six (26) shares of Common Stock. No more than one (1) share of such Preferred Stock shall be issued or sold to any one Dealer. Such share shall not be transferable except to another Dealer who does not already at the time of such transfer own any Preferred Stock of this Corporation, and who has first obtained consent to become the purchaser of said share by resolution of the Board of Directors of this Corporation, and who shall be the holder of record of at least twenty-six (26) shares of Common Stock. Upon any Preferred Stockholder's ceasing to be a Dealer for the period of six (6) months, the Board of Directors may, by resolution, require such Preferred Stockholder to surrender the Preferred Stock held by him duly endorsed and to accept in lieu thereof one (1) share of the Common Stock of this Corporation. Upon any Preferred Stockholder ceasing to be the holder of record of at least twenty-six (26) shares of Common Stock, the Board of Directors shall by resolution require such Preferred Stockholder to surrender the Preferred Stock held by him duly endorsed and to accept in lieu thereof one (1) share of the Common Stock in this Corporation, provided, that no person who shall be a Preferred Stockholder of record on January 21, 1936, shall be rendered ineligible by this provision as a Preferred Stockholder unless he shall transfer of record some of the Common Stock now held or hereafter acquired by him while his Common Stock holdings of record shall be twenty-six (26) shares or less. Upon the failure of any Preferred Stockholder to endorse and surrender his certificate for his Preferred Stock after resolution of the Board of Directors in pursuance to any of the foregoing charter provisions and within ten (10) days after written notice of such action to him at his last known post office address the Preferred Stock so

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held by him shall stand cancelled and void and all rights arising thereunder shall be forever terminated; but upon such cancellation being made, one (1) share of the Common Stock of this Corporation shall be issued in the name of such former Preferred Stockholder and held to be delivered to him upon his surrender to the Corporation of his certificate for the Preferred Stock formerly owned by him duly endorsed.

ARTICLE 6 REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 215 N. Howard Avenue, and the name of the registered agent of the Corporation at that address is Appleton Reiss, PLLC.

ARTICLE 7 DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws. The directors of the Corporation at the time of the filing of these Amended and Restated Articles of Incorporation are:

Stephen Roza
2801 E. Hillsborough Avenue
Tampa, FL 33610

Ken Killebrew
2801 E. Hillsborough Avenue
Tampa, FL 33610

Mike Wheeler
2801 E. Hillsborough Avenue
Tampa, FL 33610

Jefferson Taylor
2801 E. Hillsborough Avenue
Tampa, FL 33610

Charlie Grizzaffe, III
2801 E. Hillsborough Avenue
Tampa, FL 33610

Louis Garcia, III
2801 E. Hillsborough Avenue
Tampa, FL 33610

Thomas Martin
2801 E. Hillsborough Avenue
Tampa, FL 33610

ARTICLE 8 OFFICERS

The manner in which the officers are elected or appointed shall be as provided in the Bylaws. The officers of the Corporation at the time of the filing of these Amended and Restated Articles of Incorporation are:

President
Vice President
Secretary & Treasurer

Louis Garcia, III
Charlie Grizzaffe, III
Mike Wheeler

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ARTICLE 9 INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE 10 BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.


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**ARTICLE 11
AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed as of the 12 day of March, 2024.

TAMPA WHOLESALE
PRODUCE MARKET, INC.,
a Florida corporation

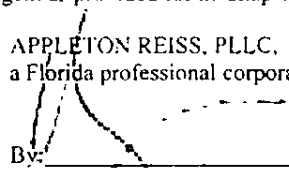
By: 
Name: Louis Garcia, III
Title: President

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the Corporation at the place designated in these Amended and Restated Articles of Incorporation, Appleton Reiss, PLLC, hereby accepts the appointment as registered agent and agrees to act in this capacity. Appleton Reiss, PLLC, further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S.

APPLETON REISS, PLLC,
a Florida professional corporation

By: 
Name: Michelle T. Reiss
Title: Manager

Dated: as of March 18, 2024