

**259460**

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
RICH ICE CREAM CO.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
RICH ICE CREAM CO.**

The undersigned, Randall Rich, being the President of RICH ICE CREAM CO., f/k/a Willmart Inc., a Florida corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 28, 1962, under Document Number 259460.
2. These Amended and Restated Articles of Incorporation of the Corporation were approved by at least a majority vote of the directors and stockholders of the Corporation on the 14th day of March, 2017.
3. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of this Corporation is RICH ICE CREAM CO.

**ARTICLE II  
ADDRESS**

The principal place of business address: 2915 S. Dixie Highway, West Palm Beach, Florida 33405.

The mailing address of the corporation is: 2915 S. Dixie Highway, West Palm Beach, Florida 33405.

**ARTICLE III  
PURPOSE**

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE IV  
CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 25,000, consisting of (i) 20,000 shares of common stock, par value of \$1.00

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per share (the "Common Stock"), and (ii) 5,000 shares of preferred stock, par value \$100.00 per share (the "Preferred Stock"), issued in one or more series as hereinafter provided. A statement of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions of the two classes of stock of the Corporation is as follows:

A. As to Dividends: The fixed dividend rate of the shares of Preferred Stock shall be four percent (4%) of the par value of \$100.00 per share per annum, and shall accrue from January 1, 1979. The holders of the Preferred Stock shall be entitled to receive, out of any funds of the Corporation lawfully available for dividends under the laws of the State of Florida, if, when and as declared by the Board of Directors in its discretion, preferential cumulative dividends, in cash, at the fixed dividend rate and no more, payable quarterly on the last day of March, June, September, and December in each year, before any dividend shall be declared or paid upon or set apart, or other distribution shall be ordered or made in respect of the common stock of the Corporation. Dividends on the Preferred Stock shall accrue and be available for the payment thereof out of the current or accumulated earnings and profits, but not otherwise. Dividends may be paid upon the Common Stock to the exclusion of the Preferred Stock, if, when and as declared by the Board of Directors in its discretion, and any Common Stock may be purchased, acquired, redeemed or otherwise retired by the Corporation.

B. As to Redemptions: As long as all cumulative dividends on the Preferred Stock are paid or declared and set apart for payment for all past dividend periods and the dividend is either paid or declared and set apart for the current dividend period, the Corporation may redeem, at its option, expressed by resolution of its Board of Directors, on any dividend date on or after December 31, 1988, out of funds legally available for such purpose, the whole or any part of the Preferred Stock, at a price of \$100.00 per share, together with all dividends accrued or in arrears thereon. Notice of the intention of the Corporation to redeem shares of the Preferred Stock and the date and place of redemption shall be given by the Corporation by mailing a copy of such notice at least sixty (60) days prior to the date set for such redemption at their respective addresses appearing on the books of the Corporation. Notice of redemption having been mailed as above provided, from and after the date specified in said notice as the date of redemption, unless default shall be made by the Corporation in providing money at the time and place specified for the payment of the redemption price pursuant to said notice, all dividends on the shares of Preferred Stock thereby called for redemption shall cease to accrue. All rights of the holders of said shares of Preferred Stock so called for redemption as stockholders of the Corporation shall cease except only the right to receive the amounts payable on such redemption (without interest), when due, upon surrender of the certificates for the shares of preferred stock so called for redemption.

No Common Stock of the Corporation shall be subject to redemption except with the consent of the owner thereof.

C. As to Liquidation: In the event of an involuntary or voluntary liquidation of the Company, or any reduction of its capital, resulting in any distribution of its assets to its stockholders, the holders of the Preferred Stock shall be entitled to receive, for each share

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thereof, out of the assets of the Corporation, whether from capital surplus or earnings, available for distribution to its stockholders, the amount of \$100.00 per share, together with an amount equal to all dividends accrued and in arrears thereon, before any distribution of assets of the Corporation shall be made to the holders of the common stock.

After the holders of the Preferred Stock shall have received their prior or preferential rights to liquidating distributions as above set forth, the remaining assets shall be distributed to the holders of the Common Stock.

D. As to Voting Rights: The holders of the Preferred Shares shall not be entitled to any voting rights with respect to such shares. The holders of the Common Shares shall be entitled to one (1) vote per share on all matters relating to the business and affairs of the Corporation that are controlled by the stockholders.

#### **ARTICLE V CORPORATE DURATION**

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### **ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT**

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

Corporation Company of Miami  
200 S. Biscayne Boulevard  
Suite 4100 (RLB)  
Miami, FL 33131

#### **ARTICLE VII DIRECTORS**

The Corporation shall be required to have at least one (1) director; provided, however, that it is preferable that the Corporation endeavor to have no fewer than three (3) directors. Subject to the previous sentence, the number of directors may be increased/decreased by action of the directors.

#### **ARTICLE VIII AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend, alter, or repeal any other provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, this 13th day of December, 2019.

RICH ICE CREAM CO.

By: 

Randall Rich, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Amended and Restated Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes related to the proper and complete discharge of its duties.

December 16, 2019.

CORPORATION COMPANY OF MIAMI

By: 

James A. Farrell, Vice President