

417465

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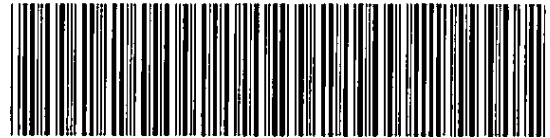
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Restated Articles

FILED
2024 MAR -1 AM 8:45

A. RAMSEY

MAR 6 2024

RECEIVED

2024 MAR -1 PM 4:18

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*02250, 00524, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 4, 2024

COGENCYGLOBAL

TALLAHASSEE, FL 32301

SUBJECT: BADIA SPICES, INC.
Ref. Number: 417465

*Please
Keep
Original
File date
OK
03/01/2024*

We have received your document for BADIA SPICES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please give the date of adoption of the restated articles by the shareholders.

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) 245-6050.

Annette Ramsey
OPS

Letter Number: 524A00004691

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I20000000088
If there are any issues
please contact Patrice at
850-202-9071

Date: 03/01/2024

Name: Patrice Rush

Reference #: 2283637

Entity Name: BADIA SPICES, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$35.00

Signature: 

STATE OF FLORIDA
RESTATED ARTICLES OF INCORPORATION
OF
BADIA SPICES, INC.

FILED
2024 MAR -1 AM 8:45

BADIA SPICES, INC., a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

The original Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on January 26, 1973 (the "Prior Articles").

These Restated Articles of Incorporation (these "Restated Articles"), including the amendments set forth herein, have been duly adopted by the shareholders of the Corporation on March 1, 2024 in compliance with Chapter 607 of the Florida Statutes, as amended (the "Act"), and are being filed pursuant to Section 607.0120(11)(e) of the Act. The number of votes cast by the shareholders for these Restated Articles, including the amendments set forth herein, were sufficient for approval. These Restated Articles amend and restate the provisions of the Prior Articles in their entirety.

The Prior Articles of the Corporation shall be amended and restated to read in full as follows:

ARTICLE I

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the Corporation is BADIA SPICES, INC. The principal office of the Corporation is 1400 NW 93rd Avenue, Miami, FL 33172. The mailing address of the Corporation is PO Box 226497, Doral, FL 33222-6497.

ARTICLE II

GENERAL NATURE OF BUSINESS

The Corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE III

CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is (i) One Hundred (100) shares of voting common stock, no par value per share (the "Voting Common Stock"); and (ii) Nine Thousand Nine Hundred (9,900) shares of non-voting common stock, no par value per share (the "Non-Voting Common Stock" and, together with the Voting Common Stock, the "Common 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 the Voting Common Stock and the Non-Voting Common Stock of the Corporation:

(a) The holders of shares of the Voting Common Stock and the Non-Voting Common Stock shall be entitled in all respects to the same rights, privileges and distributions per share, except as otherwise expressly set forth herein.

(b) The holders of the Voting Common Stock are entitled to one vote for each share of Voting Common Stock held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of Voting Common Stock. The Non-Voting Common Stock shall be non-voting and, except as otherwise required by the Act, no holder of record of any shares of the Non-Voting Common Stock shall be entitled to vote on any matter.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be 1400 NW 93rd Avenue, Miami, FL 33172, and the registered agent of the Corporation at such address is Nancy Badia.

ARTICLE V

BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter or repeal the bylaws of the Corporation.

ARTICLE VI

INDEMNIFICATION

The Corporation shall indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or 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 is or was a director or officer of the Corporation against liabilities and expenses reasonably incurred or paid by such person in connection with such action, suit or proceeding. The Corporation shall indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or 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 is or was an employee or agent of the Corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liabilities and expenses reasonably incurred or paid by such person in connection with such action, suit or proceeding. The words "liabilities" and "expenses" shall include, without limitation: liabilities, losses, damages, judgments, fines, penalties, amounts paid in settlement, expenses, attorneys' fees and costs. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which any person indemnified or being advanced expenses may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be such director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

The Corporation may purchase and maintain insurance on behalf of any person referred to in the preceding paragraph against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or otherwise.

For purposes of this Article, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

The provisions of this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the Act or other applicable law, if any, are in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the best interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner not opposed to the best interests of the Corporation.

ARTICLE VII

AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII

DIRECTOR LIABILITY

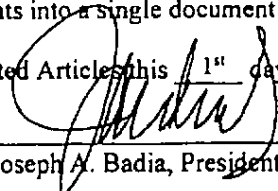
No director will be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except as provided for in the Act as now in force or as afterwards amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of the repeal or modification.

ARTICLE IX

ARTICLE CONSOLIDATION

These Restated Articles consolidate all amendments into a single document.

The undersigned President has signed these Restated Articles this 1st day of March, 2024.



Joseph A. Badia, President