

514755

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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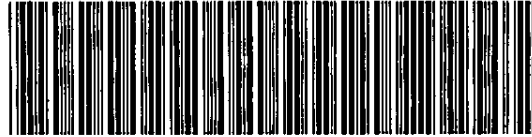
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C. CARROTHERS

Osborne & Osborne
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1515 SOUTH FEDERAL HIGHWAY, SUITE 106
BOCA RATON, FLORIDA 33432-7404

POST OFFICE DRAWER 40
BOCA RATON, FLORIDA 33429-9974
TELEPHONE: 561/395-1000
FAX: 561/368-6930

R. BRADY OSBORNE, JR.
Board Certified - Wills, Trusts & Estates

E-MAIL: rbo@osbornepa.com

March 9, 2016

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

Re: **Central American Produce, Inc.**
DOCUMENT NUMBER: 514755

Dear Sir/Madam:

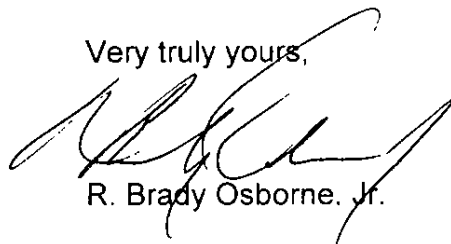
In regard to the above captioned matter, enclosed herein are the following:

1. **AMENDED OR RESTATED ARTICLES OF INCORPORATION OF CENTRAL AMERICAN PRODUCE, INC.;**
2. Osborne & Osborne P.A., Client Advance Check in the amount of Forty-Three & 75/100 (\$43.75) U.S. Dollars payable to the Florida Department of State representing the filing fee of \$35.00 and \$8.75 for securing a certified copy of the amended Articles.

Item 1 above is provided for filing in the appropriate records of the Division of Corporations and has been unanimously approved by each member of the Board of Directors and all shareholders of **CENTRAL AMERICAN PRODUCE, INC.**, a Florida corporation.

Thank you in advance for your courtesy and cooperation in regard to this matter, Please do not hesitate to contact me should you have any question concerning any aspect of this matter.

Very truly yours,



R. Brady Osborne, Jr.

RBO:ms
Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CENTRAL AMERICAN PRODUCE, INC.

Pursuant to Sections 607.1002 and 607.1007 of the Florida Business Corporation Act, the CENTRAL AMERICAN PRODUCE, INC. (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE 1

NAME

The name of this Corporation is Central American Produce, Inc.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be Suite 600, 2200 Park Central Boulevard North, Pompano Beach, Florida 33064-2220.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be Suite 600, 2200 Park Central Boulevard North, Pompano Beach, Florida 33064-2220.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

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ARTICLE 5

CAPITAL STOCK

5.1 Authorized Stock

The aggregate member of shares of all classes of stock which the Corporation shall have authority to issue is Ten Thousand (10,000), consisting of:

- (A) One Hundred (100) shares of Class A Common Stock, \$1.00 par value per share ("Class A Common Stock")
- (B) Nine Thousand Nine Hundred (9,900) shares of Class B Common Stock, \$1.00 par value per share ("Class B Common Stock")

and all such stock shall be issued as fully paid for and as exempt from assessment, and shall be issued for such consideration as is determined from time to time by the board of directors and/or by the stockholders of the Corporation.

5.2 Voting of Common Stock

- (A) Each holder of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote, including the election of directors. Directors shall be elected by a vote of the majority votes cast with respect to shares present at a meeting at which a quorum is present.
- (B) The Class B Common Stock shall be non-voting and the holders of Class B Common Stock shall have no voting rights whatsoever.

5.3 Other Rights, Preference and Privileges of Class A Common Stock and Class B Common Stock

Except as otherwise set forth herein with respect to voting, all holders of shares of Class A Common Stock and Class B Common Stock shall have the same rights, preferences, and privileges with respect to dividends, distributions, or any liquidations or dissolution of the Corporation.

ARTICLE 6

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 600,

2200 Park Central Boulevard North, Pompano Beach, Florida 33064-2220, and the name of the registered agent of this Corporation at that address is David N. Warren.

ARTICLE 7

NUMBER OF DIRECTORS

The Board of Directors shall consist of such number of members as may be fixed from time to time by the Board of Directors in accordance with the By-Laws of the Corporation, but shall never be less than one (1).

ARTICLE 8

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, or any amendment hereto, as provided by law.

IN WITNESS WHEREOF, this **AMENDED AND RESTATED ARTICLES OF INCORPORATION** has been executed by a duly authorized officer of the Corporation as of the 15th day of November, 2012.

Central American Produce, Inc.,
a Florida Corporation

By: Michael Burroughs Warren
Michael Burroughs Warren
President