

To: FL Dept of State
Subject: 000409.117899
Division of Corporations

557288

From: Kim Weidenbach

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Certificate of Status	1
Certified Copy	1
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Rupari Food Services
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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**RUPARI FOOD SERVICES, INC.
(A Florida Corporation)**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Second Amended and Restated Articles of Incorporation:

1. The name of the corporation is Rupari Food Services, Inc. (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was January 13, 1978, as amended from time-to-time thereafter. The document number assigned to the Corporation by the Florida Department of State is No.: 557288.

2. The Second Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors on November 30, 2009 and the Shareholders of the Corporation on November 30, 2009 in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
Name of Corporation**

The name of the Corporation is Rupari Food Services, Inc.

**ARTICLE II
Address of Corporation**

The principal place of business and mailing address of the Corporation is:

1208 W. Newport Center Drive
Suite 100
Deerfield Beach, Florida 33442

**ARTICLE III
Capital Stock**

A. **Authorized Capital Stock.** This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 1,701,000 shares, 1,000 shares of which shall be common stock (the "Common Stock") and 1,700,000 shares of which shall be Preferred Stock (the "Preferred Stock"). The Preferred Stock shall have a par value of \$10.00 per share and the Common Stock shall have a par value of \$1.00 per share.

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B. **Common Stock.** The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the Common Stock of the Corporation.

C. **Preferred Stock.** The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, within the limitations and restrictions stated in these Articles, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption, the redemption price or prices, the liquidation preferences of any unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series, but not below the number of shares of such series then outstanding.

D. **Series A Preferred Stock.** 200,000 of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock". The rights, preferences, privileges, restrictions and other matters relating to the Series A Preferred Stock are as follows:

1. **Dividends.** The Series A Preferred Stock shall have no right to receive dividends of the Corporation.

2. **Voting.** The Series A Preferred Stock shall have no voting rights.

3. **Redemption.** The Corporation may at any time and from time to time upon the affirmative vote of a majority of the issued and outstanding shares of Common Stock redeem shares of Series A Preferred Stock at a redemption price of \$10.00 per share (the "Series A Preferred Stock Redemption Price") provided that the redemption is in compliance with the provisions of the Florida Business Corporation Act and provided further that the aggregate redemption price of the Series A Preferred Stock shall not exceed \$2,000,000.

E. **Series B Preferred Stock.** 700,000 of the authorized shares of Preferred Stock are hereby designated "Series B Preferred Stock". The rights, preferences, privileges, restrictions and other matters relating to the Series B Preferred Stock are as follows:

1. **Dividends.** Holders of Series B Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends at the rate of six percent (6%) per annum of the "Series B Original Issue Price" on each outstanding share of Series B Preferred Stock (as adjusted for any stock dividends, combinations, splits, re-capitalizations and the like with respect to such shares). The Series B Original Issue Price shall be Ten Dollars (\$10.00) per share. Such dividends shall be payable only when, as and if declared by the Board of Directors and shall be non-cumulative and no right shall accrue to holders of Series B Preferred Stock by reason of the fact that dividends on said shares are not declared in any prior year or period, nor shall any undeclared or unpaid distribution bear or accrue interest.

2. **Voting.** Holders of Series B Preferred Stock shall be entitled to one (1) vote for each share of Series B Preferred Stock held by such holder at the time any vote of Shareholders is called for and taken.

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3. Redemption. The Corporation may at any time and from time to time upon the affirmative vote of a majority of the issued and outstanding shares of Common Stock and in compliance with the provisions of the Florida Business Corporation Act redeem shares of Series B Preferred Stock by paying in cash, the per share Series B Preferred Stock Redemption Price (as defined herein) for each share of Series B Preferred Stock being redeemed (as adjusted for any stock dividends, combinations, splits, re-capitalizations and the like with respect to such shares) plus all declared but unpaid dividends on such shares. The "Series B Preferred Stock Redemption Price" for each share of Series B Preferred Stock shall be equal to the fair market value of one share of the Corporation's Common Stock.

F. Series C Preferred Stock. 800,000 of the authorized shares of Preferred Stock are hereby designated "Series C Preferred Stock". The rights, preferences, privileges, restrictions and other matters relating to the Series C Preferred Stock are as follows:

1. Dividends. Holders of Series C Preferred Stock shall receive a cumulative preferred annual return equal to three percent (3%) of the "Series C Original Issue Price" on each outstanding share of Series C Preferred Stock, as adjusted for any stock dividends, combinations, splits, re-capitalizations and the like with respect to such shares (the "Annual Preferred Return"). The Series C Original Issue Price shall be equal to Ten Dollars (\$10.00) per share. The Annual Preferred Return shall be deemed earned as of the end of the Corporation's fiscal year-end and shall be pro rated for portions thereof. The Corporation shall pay to the holders of Series C Preferred Stock the Annual Preferred Return within one hundred twenty (120) days after the end of the Corporation's fiscal year provided that the Corporation has available cash from operations as determined in accordance with generally accepted accounting principles, consistently applied, including sixty (60) days of cash available to pay operating expenses, debt service and other accrued and anticipated costs and expenses, and the payment of such Annual Preferred Return is not in violation of the terms of the Florida Business Corporation Act, or any of the Corporation's contractual commitments ("Available Cash From Operations"). If the Corporation does not have Available Cash From Operations, the Preferred Annual Return on the Series C Preferred Stock shall accrue, without interest, until the Corporation has Available Cash From Operations, and the accrued Preferred Annual Return outstanding the longest shall be paid first from Available Cash From Operations. The Corporation may redeem at any time and from time-to-time the obligation to pay the Annual Preferred Return by paying the balance of any accrued but unpaid Preferred Annual Return and by redeeming shares of the Series C Preferred Stock by paying in cash, the per share Series C Preferred Stock Redemption Price (as defined below) for each share of Series C Preferred Stock being redeemed (as adjusted for any stock dividends, combinations, splits, re-capitalizations and the like with respect to such shares). For purposes hereof the "Series C Preferred Stock Redemption Price" for each share of Series C Preferred Stock shall be equal to the Series C Original Issue Price, plus the accrued and unpaid Annual Preferred Return.

2. Voting. The Series C Preferred Stock shall have no voting rights.

3. Redemption. The Corporation may at any time and from time to time upon the affirmative vote of a majority of the issued and outstanding shares of Common Stock redeem shares of Series C Preferred Stock by paying in cash, the per share Series C Preferred Stock Redemption Price for each share of Series C Preferred Stock being redeemed (as adjusted

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for any stock dividends, combinations, splits, re-capitalizations and the like with respect to such shares) plus all declared but unpaid dividends on such shares.

G. **Ranking.** The Series C Preferred Stock shall rank, as to rights upon a Liquidation Event (as defined herein), and with respect to payment of any dividends including the Annual Preferred Return, senior and prior to all other shares of Preferred Stock and to all other classes or series of securities including but not limited to the Common Stock issued by the Corporation, except as otherwise approved by the affirmative vote or consent of the holders of two-thirds of the issued and outstanding shares of Series C Preferred Stock. The Series B Preferred Stock shall rank, as to rights upon a Liquidation Event (as defined herein) and with respect to payment of dividends, senior and prior to all other shares of Preferred Stock (except the Series C Preferred Stock) and to all other classes or series of securities including but not limited to the Common Stock issued by the Corporation, except as otherwise approved by the affirmative vote or consent of the holders of two-thirds of the issued and outstanding shares of Series B Preferred Stock. The Series A Preferred Stock shall rank, as to rights upon a Liquidation Event (as defined herein), senior and prior to all shares of Common Stock, and to all other classes or series of securities issued by the Corporation (except the Series C Preferred Stock and Series B Preferred Stock), except as otherwise approved by the affirmative vote or consent of the holders of two-thirds of the issued and outstanding shares of Series A Preferred Stock. Notwithstanding the foregoing, the Common Stock shareholders may determine in their discretion which series of Preferred Stock to redeem at any time and from time-to-time without regard to the foregoing rankings unless the redemption is related to, arising from, or in conjunction with, a Liquidation Event.

H. **Liquidation.**

1. **Liquidation Procedure.** Upon the occurrence of a Liquidation Event (as defined below), whether voluntary or involuntary, the Net Liquidation Value (as defined below) of the Corporation shall be distributed in the following order of priority:

(A) First to the holders of the Series C Preferred Stock, before any distribution or payment is made to any other shareholders of the Corporation, an amount equal to the Series C Preferred Stock Redemption Price (as adjusted for any stock dividends, combinations, splits, re-capitalizations and the like with respect to shares of the Series C Preferred Stock), pro rata to the holders of Series C Preferred Stock, until the holders of Series C Preferred Stock have been paid the Series C Preferred Stock Redemption Price in full.

(B) Then, the remaining balance of the Net Liquidation Value of the Corporation, if any, shall be distributed to the holders of Series B Preferred Stock until the holders of Series B Preferred Stock have been paid the Series B Preferred Stock Redemption Price in full.

(C) Thereafter, the balance of the Net Liquidation Value of the Corporation, if any, shall be distributed to the holders of Series A Preferred Stock until such holders have been paid the Series A Preferred Stock Redemption price in full.

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(D) Finally, the balance of the Net Liquidation Value of the Corporation, if any, shall be distributed to the holders of Common Stock, pro rata

For purposes hereof "Net Liquidation Value" shall be the aggregate consideration available for distribution to the shareholders of the Corporation upon a Liquidation Event, after all costs and expenses of the Corporation have been satisfied or discharged or adequate reserves therefor have been set aside including an amount sufficient to satisfy all outstanding and reasonably foreseeable contingent obligations of the Corporation. Upon the occurrence of a Liquidation Event, whether voluntary or involuntary, the assets to be distributed among the holders of each Series of Preferred Stock (in accordance with the priority set forth above) shall be distributed ratably among such holders in proportion to the full respective distributive amounts to which they are entitled and that are available for distribution.

2. Remaining Assets. Upon the occurrence of a Liquidation Event, whether voluntary or involuntary, after the holders of Series C Preferred Stock shall have been paid the Series C Preferred Stock Redemption Price in full, then the holders of Series B Preferred Stock have been paid the Series B Preferred Stock Redemption Price in full, and then after the holders of Series A Preferred Stock have been paid the Series A Preferred Stock Redemption Price in full, the remaining assets of the Corporation, if any, shall be distributed ratably per share of Common Stock to the holders of Common Stock.

3. Liquidation Event. For purposes of this Agreement, "Liquidation Event" shall mean: (i) the liquidation, dissolution or winding up of the Corporation, (ii) a sale of all or substantially all of the assets of the Corporation or (iii) a merger, acquisition or similar transaction which results in the Corporation's shareholders immediately prior to such transaction holding less than fifty percent (50%) of the combined voting power of the surviving, continuing or purchasing entity.

4. No Impairment. The Corporation shall not, by amendment of its Articles of Incorporation or Bylaws or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of the Preferred Stock set forth herein, but shall at all times in good faith assist in the carrying out of all such terms and in the taking of all such actions as may be necessary or appropriate in order to protect the rights of the holders of the Preferred Stock against impairment.

ARTICLE IV Registered Agent and Office Address

The street address of the Corporation's registered office is 515 East Park Avenue, Tallahassee, FL 32301. The name of the Corporation's registered agent at that office is CorpDirect Agents, Inc.

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ARTICLE V
Indemnification

The Corporation shall indemnify any present or former officer or director exercising powers and duties as an officer or a director of the Corporation, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned executed these Second Amended and Restated Articles of Incorporation this 30th day of November, 2009.

By: 
Name: Robert Mintz
Title: President

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of RUPARI FOOD SERVICES, INC., a Florida corporation (the "Corporation"), in the Corporation's Second Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Second Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of

January 15th, 2009.

CORPDIRECT AGENTS, INC.

By: Michele Holden

Michele Holden, Assistant Secretary