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629817  
Florida Department of State

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March 10, 2025

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

GLOBAL FOOD CORP.  
11450 NW 122 ST., SUITE 100  
MEDLEY, FL 33178-3259

SUBJECT: GLOBAL FOOD CORP.  
REF: 629817

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

You can just remove the article that mentions the incorporator in this amendment.

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.

Diane Cushing  
Operations Manager A

FAX Aud. #: E25000076938  
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CLERK OF THE COURT  
JANUARY 1, 2025  
TALLAHASSEE, FLORIDA

**GLOBAL FOOD CORP.**

**ARTICLES OF RESTATEMENT**

**FIRST:** Pursuant to Section 607.1007 of the Florida Business Corporation Act (the “FBCA”), Global Food Corp., a Florida corporation, desires to amend and restate its Articles of Incorporation as currently in effect and as hereinafter amended (the “**Restated Articles**”).

**SECOND:** The Restated Articles consolidate all amendments into a single document and supersede the Articles of Incorporation and all amendments thereto.

**THIRD:** Pursuant to Section 607.1007 and Section 607.1006 of the FBCA, the board of directors and the shareholders of Global Food Corp. unanimously approved the Restated Articles on February 28, 2025.

**FOURTH:** The following provisions are all the provisions of the Restated Articles currently in effect and as hereinafter amended:

**ARTICLE I: NAME**

The name of the corporation shall be GLOBAL FOOD CORP. (the “**Corporation**”).

**ARTICLE II: PRINCIPAL OFFICE**

The street and mailing address of the principal office of the Corporation is 11450 NW 122 Street, Building A, Suite 400, Medley, FL 33178-3259.

**ARTICLE III: PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV: SHARES**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is one thousand (1,000) shares, all of which shall be common stock with a par value of \$1.00 per share.

**ARTICLE V: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights pursuant to Section 4.1 of that certain Shareholders’ Agreement (as amended, restated, amended and restated, supplemented, waived or otherwise modified from time to time in accordance with the terms thereof, the “**Shareholders’ Agreement**”), dated on or around the date hereof, between the Corporation and the shareholders of the Corporation party thereto. For the avoidance of doubt, in the event of any inconsistency between the preemptive rights set forth in Section 607.0630(2) of the FBCA and the preemptive

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rights set forth in the Shareholders' Agreement, the preemptive rights set forth in the Shareholders' Agreement shall prevail.

#### ARTICLE VI: DIRECTORS

The board of directors of the Corporation shall consist of five (5) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and street addresses of the individuals who will serve on the initial board of directors after giving effect to these Restated Articles are:

<u>Name</u>	<u>Address</u>
Donnan R. Burris	501 S.E. 5 <sup>th</sup> Street, Milford, Delaware 19963
Don McEntaffer	501 S.E. 5 <sup>th</sup> Street, Milford, Delaware 19963
JD Spangler	501 S.E. 5 <sup>th</sup> Street, Milford, Delaware 19963
Iyad Asad	11450 NW 122 Street, Building A, Suite 400, Medley, FL 33178-3259
Mark Srouer	11450 NW 122 Street, Building A, Suite 400, Medley, FL 33178-3259

#### ARTICLE VII: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the registered agent of the Corporation at that office is the Corporation Service Company.

#### ARTICLE VIII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

#### ARTICLE IX: AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the FBCA relating to affiliated transactions.

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**ARTICLE X: EFFECTIVE DATE AND TIME**

The effective date and time of these Restated Articles shall be the date and time that these Restated Articles are filed with Florida Department of State, Division of Corporations.

*[Signature Page Follows]*

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Restated Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

**Corporation Service Company**

February 28, 2025

Registered Agent

Date

By: Linda J. Snook, Assistant Secretary

I submit these Restated Articles and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.



February 28, 2025

Name: Donnan R. Burris

Date

Title: President

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