

790166
Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H24000405112 3)))



H240004051123ABCT

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : LATHAM, LUNA, EDEN & BEAUDINE, LLP
Account Number : I20000000025
Phone : (407)481-5800
Fax Number : (407)481-5801

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FLORIDA'S NATURAL GROWERS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

SECRETARY OF STATE
TALLAHASSEE, FL

2024 DEC -9 AM 9:32

FILED

orig. file date.
12/9/24

Electronic Filing Menu

Corporate Filing Menu

Help

ML

**CERTIFICATE OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
FLORIDA'S NATURAL GROWERS, INC.**

THE UNDERSIGNED being respectively the President and Secretary of Florida's Natural Growers, Inc., a Florida Agricultural Cooperative Marketing Association (the "Association") formed under Chapter 618 of the Florida Statutes, **DO HEREBY CERTIFY** that by written consent in lieu of a meeting twelve of the thirteen Member-Stockholders of the Association, owners and holders of 92.3% of the issued and outstanding Class A capital stock of the Association, through their duly authorized representatives who also comprise all of the Board of Directors of said Association did unanimously approve and adopt an Amendment to Article VI, Sections 1 and 4 and Article IX of the Articles of Incorporation of Florida's Natural Growers, Inc. be and the same are hereby amended as follows:

1. ARTICLE VI Sections 1 and 4 are amended to read as follows:

"SECTION 1. The Association shall have as its authorized capital stock three separate classes of common stock to be known and referred to as Class A, Class B, and Class C Common Stock, which shall have the rights and restrictions described herein."

"SECTION 4. Class C Stock:

- a. Authorized Shares. The Association shall have Twenty Million (\$20,000,000) shares of authorized common stock with a par value of One Dollar (\$1.00), which is herein referred to as Class C Stock.
- b. Voting Rights. All of the Class C Stock of the Association shall be non-voting.
- c. Issuance. Class C Stock may be issued by the Association for such purposes as the Board of Directors shall determine necessary and shall be issued in annual series with each certificate being identified on its face by the year of issuance. Each of such shares of Class C Stock shall satisfy the definition of a "non-qualified written notice of allocation" or "non-qualified certificate", as set forth in 26 U.S.C. §1388.

There may also be other classes of capital stock of the corporation as shall be established by amendment to the Articles in the manner herein provided. Unless otherwise provided in the By-Laws non-cumulative dividends not to exceed with percent (8%) per annum on the par value thereof may be paid on the capital stock when, as, and if declared by the Board of Directors. No stockholder shall be liable for the debts of the corporation to an amount exceeding the sum remaining unpaid on his subscription to the Class A capital stock.

In the event of liquidation or dissolution of the Association in any manner, all monies and properties of the Association shall be deemed general assets, to be distributed and applies as follows:

FIRST: All the debts, liabilities, and obligations of the Association shall be paid other than the indebtedness, liability or obligation evidenced by capital stock of the Association or Capital Equity Credit or other allocated capital equity.

SECOND: All Class B and Class C Stock of the Association shall be paid in full at par if funds

2024 DEC -9 AM 9:32
SECRETARY
TALLAHASSEE
FLORIDA

FILED

((H24000405112 3))

are available or on a pro rata basis, and unless otherwise specified by the Board of Directors both Class B and Class C Stock shall be deemed to have equal priority.

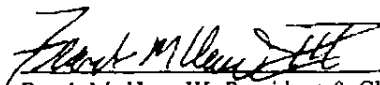
THIRD: After payment of the foregoing, all of the Class A Stock of the Association shall be paid in full at par if funds are available or on a pro rata basis.

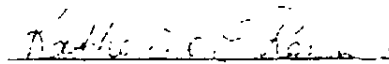
FOURTH: After payment of the foregoing, any sums remaining will be paid on a pari-passu basis eighty-five percent (85%) to the current member-stockholders of the Association at the time of the liquidation in proportion to their aggregate Class A, Class B and Class C stock combined and fifteen percent (15%) to the named current and former members as specified in the Bylaws."

2. **ARTICLE IX** is amended to read as follows:

"The Class A, Class B, and Class C Stock of this Association may not be transferred, except upon redemption, or except where such transfer of Class B or Class C Stock is among current Members. Any purported transfer in violation of the foregoing shall be deemed null, void and of no effect. In addition, the Bylaws shall set forth the causes, manner and means whereby membership in the corporation may be terminated in the event a stockholder shall cease to be an eligible member or shall otherwise fail to comply with the Bylaws of the corporation."

IN WITNESS WHEREOF the undersigned have hereunto executed this Certificate and have affixed the seal of the Association this 20 day of November, 2024.


Frank M. Hunt III, President & Chairman
Florida's Natural Growers, Inc.


Katherine Renn, Secretary
Florida's Natural Growers, Inc.

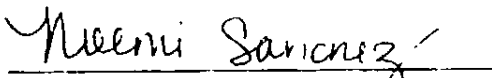
SECRETARY OF STATE
TALLAHASSEE, FL

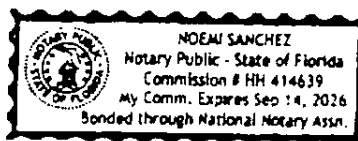
2024 DEC -9 AM 9:32

FILED

State of Florida
County of Polk ss:

On this 20 day of November, 2024, before me a Notary Public at large in and for the State of Florida appeared FRANK M. HUNT III and KATHERINE RENN to me personally known to be the persons who executed the foregoing Certificate respectively as President & Chairman of Florida's Natural Growers, Inc., and as Secretary of Florida's Natural Growers, Inc., and they acknowledged that they executed the same, and affixed the corporate seal, for the uses and purposes therein stated.


Notary Public
My Commission Expires: 9/14/26



((H24000405112 3))