

F02000001691

Florida Department of State
Division of Corporations
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NEW ZEALAND LAMB COOPERATIVE, INC.

Certificate of Status	0
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Help

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000001694

(Document number of corporation (if known))

1. New Zealand Lamb Cooperative, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. New Jersey

(Incorporated under laws of)

3. April 4, 2002

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 11, 2009

5. The Lamb Co-operative, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Edward J. Michaud

(Typed or printed name of person signing)

Vice President

(Title of person signing)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

THE LAMB CO-OPERATIVE, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Amendment
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



Certificate Number: 113669277

Verify this certificate online at

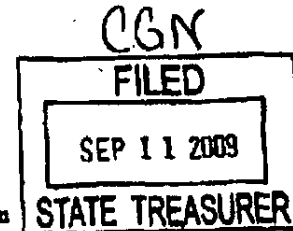
https://www1.state.nj.us/TYTR_StandingCert/ISP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
4th day of November, 2009*

A handwritten signature in black ink, appearing to read "R. David Rousseau".

*R. David Rousseau
State Treasurer*

New Jersey Division of Revenue
Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)



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Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is: NEW ZEALAND LAMB COOPERATIVE, INC.
2. The following amendments to the Certificate of Incorporation were approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 8th day of September, 2009.

Resolved, that Articles "FIRST" and "THIRD" of the Certificate of Incorporation be amended to read as follows:

"FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is THE LAMB CO-OPERATIVE, INC."

and

"THIRD: The aggregate number of shares which the Corporation shall have the authority to issue is Thirty Million One Thousand (30,001,000) shares, of which Twenty Million One Thousand (20,001,000) shares shall be shares of common stock, no par value per share ("Common Stock"), and Ten Million (10,000,000) shares shall be shares of Preferred Stock, which shares shall have a par value of One Dollar (\$1.00) per share and shall be designated as Class D Preferred Stock ("Class D Preferred Stock").

The shares of Common Stock shall be divided into (a) One Thousand (1,000) shares which shall be designated as common stock, (b) Ten Million (10,000,000) shares which shall be designated as Class A Common Stock ("Class A Common Stock"), and (c) Ten Million (10,000,000) shares which shall be designated as Class N Common Stock ("Class N Common Stock").

For purposes of the following provisions, the class of stock referred to in clause (a) of the above paragraph shall be referred to for convenience as "Existing Common Stock." The relative rights, preferences and limitations of the shares of each class of stock are:

EXISTING COMMON STOCK

Voting: The holders of Existing Common Stock shall vote separately, as a class, to authorize any shareholder action.

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Dividends: The holders of Existing Common Stock shall be entitled to receive a dividend when and as declared by the board of directors of the Corporation, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Stock. Such dividend may be declared and distributed to the exclusion of dividends to other classes of stock of the Corporation, provided that no dividend may be paid on any class of stock if such dividend declaration would impair the ability of the corporation to redeem shares of Class D Preferred Stock.

Liquidation: The holders of Existing Common Stock shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Stock, and pro rata, share for share, with the Class A Common Stock and Class N Common Stock, to receive the remaining property of the Corporation on a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

CLASS A COMMON STOCK

Voting: The holders of Class A Common Stock shall vote separately, as a class, to authorize any shareholder action.

Dividends: The holders of Class A Common Stock shall be entitled to receive a dividend when and as declared by the board of directors of the Corporation, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Stock. No dividend may be declared upon the Class A Common Stock unless an equal per share dividend is declared on the Class N Common Stock. The amount per share of each dividend on the Class A Common Stock shall be determined by the board of directors of the Corporation at the time of declaration.

Liquidation: The holders of Class A Common Stock shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Stock, and pro rata, share for share, with the Existing Common Stock and Class N Common Stock, to receive the remaining property of the Corporation on a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Conversion: At any time and from time to time, upon notice in writing to the Corporation and subject to the approval of the board of directors of the Corporation in each case, the holders of Class A Common Stock may convert all or any of those shares for the same number of shares of Class N Common Stock. If the conversion has been approved by the board of directors of the Corporation, the Corporation shall, upon receiving notice to convert, allot the number of shares of Class N Common Stock provided for herein and shall issue such shares upon receiving certificates representing the shares of Class A Common Stock for cancellation.

CLASS N COMMON STOCK

Voting: The holders of Class N Common Stock shall vote separately, as a class, to authorize any shareholder action.

Dividends: The holders of Class N Common Stock shall be entitled to receive a dividend when and as declared by the board of directors of the Corporation, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Stock. No dividend may be declared upon the Class N Common Stock unless an equal per share dividend is declared on the Class A Common Stock. The amount per share of each dividend on the Class N Common Stock shall be determined by the board of directors of the Corporation at the time of declaration.

Liquidation: The holders of Class N Common Stock shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Stock, and pro rata, share for share, with the Existing Common Stock and Class A Common Stock, to receive the remaining property of the Corporation on a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Conversion: At any time and from time to time, upon notice in writing to the Corporation and subject to the approval of the board of directors of the Corporation in each case, the holders of Class N Common Stock may convert all or any of those shares for the same number of shares of Class A Common Stock. If the conversion has been approved by the board of directors of the Corporation, the Corporation shall, upon receiving notice to convert, allot the number of shares of Class A Common Stock provided for herein and shall issue such shares upon receiving certificates representing the shares of Class N Common Stock for cancellation.

CLASS D PREFERRED STOCK

Voting: Except as otherwise provided by law, the holders of Class D Preferred Stock shall have no voting rights.

Dividends: Dividends on shares of Class D Preferred Stock shall accrue and shall be cumulative from the date of issuance of such shares. For each outstanding share of Class D Preferred Stock, dividends shall be payable cumulatively at a rate equal to \$0.025 per annum. Such dividend shall be paid (a) upon any liquidation, dissolution or winding up of the Corporation, as set forth below, and (b) at such times as determined by the board of directors. Such dividend may be paid to the exclusion of dividends to other classes of stock of the Corporation.

Liquidation: Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class D Preferred Stock shall be entitled to the following liquidation priority rights: (i) payment of the par value of the shares of Class D Preferred Stock owned (i.e., \$1.00 per share of Class D Preferred Stock), and (ii) payment of dividends accrued on the shares of Class D Preferred Stock through the par value payment date. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, no distribution may be made to the holders of Common Stock unless, prior thereto, the Corporation shall have satisfied in full the liquidation priority rights of the Class D Preferred Stock. The holders of Class D Preferred Stock shall have no other rights in connection with any liquidation, dissolution or winding up of the Corporation, other than the right to receive the payments described above.

3. The number of shares outstanding at the time of the adoption of the amendment was: 1,000 shares of common stock

The total number of shares entitled to vote thereon was: 1,000 shares of common stock.

4. The number of shares voting for and against such amendment is as follows:

<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
1,000	0

5. Each currently issued and outstanding share of common stock of the Corporation shall remain issued and outstanding without change. No shares of Class A Common Stock, Class N Common Stock, or Class D Preferred Stock, shall be issued to the shareholders of the Corporation by virtue of the filing hereof.

BY:



Name: Shane O'Hara
Title: President

Dated this 8th day of September, 2009.

Acknowledged:



Name: Edward J. Michaud
Title: Secretary