

K11857

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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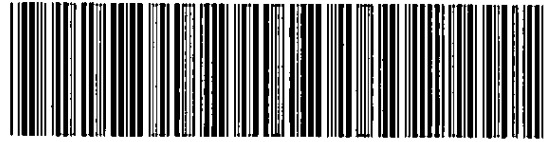
(Business Entity Name)

(Document Number)

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FEB 30 2021

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ALPINE FRESH, INC.

Signature _____

Requested by: SETH

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

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____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
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____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
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____ Certificate of Status _____
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____ Corp Record Search _____
____ Officer Search _____
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____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ALPINE FRESH, INC.

DOCUMENT NUMBER: K11857

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John F. O'Riordan

Name of Contact Person

O'Riordan Law Firm

Firm/ Company

1845 Walnut Street, Suite 1100

Address

Philadelphia, PA 19103

City/ State and Zip Code

jfo@oriordanlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John F. O'Riordan

Name of Contact Person

at (215) 568-6864

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

ALPINE FRESH, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

K11857

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (1) (c), F.S.

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

ARTICLE III is hereby amended as set forth in the attached sheet of Amendments.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,
provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

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ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF ALPINE FRESH, INC.
DOCUMENT No. K11857

Pursuant to Florida Statutes, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

1. **ARTICLE III** is hereby amended to read as follows:

a. Authorized Shares. "The total number of shares of stock that the Corporation shall have authority to issue is 360 shares, consisting of 180 shares of voting common stock with a par value of \$1.00 per share, which are designated as Class B Voting Stock, and 180 shares of non-voting common stock with a par value of \$1.00 per share, which are designated as Class A Non-Voting Stock.

b. Reclassification. Effective December 30, 2020 (the "Effective Time"):

i. Each of the 180 shares of capital stock that was authorized, issued, and outstanding or held by a shareholder of the Corporation immediately prior to the Effective Time shall, automatically and without further action by any stockholder, be converted into one share of Class A Non-Voting Stock and one share of Class B Voting Stock.

ii. Voting Rights.

1. **Class B Voting Stock.** Except as otherwise required by law or these Articles of Incorporation, the holders of the Class B Voting Stock shall possess exclusively all voting power, and each holder of Class B Voting Stock shall have one vote in respect to each share held by him of record on the books of the Corporation on all matters submitted to a vote of shareholders of the Corporation.

2. **Class A Non-Voting Stock.** Except as otherwise required by law, shares of Class A Non-Voting Stock shall be non-voting; provided that so long as any shares of Class A Non-Voting Stock are outstanding the Corporation shall not, without the written consent of a majority of the outstanding shares of Class A Non-Voting Stock or the affirmative vote of holders of a majority of the outstanding shares of Class A Non-Voting Stock at a meeting of the holders of Class A Non-Voting Stock duly called for such purpose, amend, alter or repeal (by merger, consolidation,

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combination, reclassification or otherwise) its Articles of Incorporation or bylaws so as to adversely affect (disproportionately relative to the Class B Voting Stock) the preferences, rights or powers of the Class A Non-Voting Stock.

- c. Except as otherwise provided herein, Class A Non-Voting Stock shall in all other respects carry the same rights and privileges as Class B Voting Stock (including in respect of dividends and in respect of distributions upon any dissolution, liquidation or winding up of the Corporation) and be treated the same as Class B Voting Stock (including in any merger, consolidation, share exchange, reclassification or other similar transaction); provided that, if the Corporation shall in any manner split, subdivide or combine (including by way of a dividend payable in shares of Class B Voting Stock or Class A Non-Voting Stock) the outstanding shares of Class B Voting Stock or Class A Non-Voting Stock, the outstanding shares of the other such class of stock shall likewise be split, subdivided or combined in the same manner proportionately and on the same basis per share, and provided further, no dividend payable in Class B

Voting Stock shall be declared on the Class A Non-Voting Stock and no dividend payable in Class A Non-Voting Stock shall be declared on the Class B Voting Stock, but instead, in the case of a stock dividend, each class of Common Stock shall receive such dividend in like stock. Notwithstanding the foregoing, and in addition to any other vote required by law, the affirmative vote of a majority of the outstanding shares of Class A Non-Voting Stock, voting separately as a class, shall be required to amend, alter or repeal (including by merger, consolidation or otherwise) any provision of these Articles of Incorporation that significantly and adversely affects the powers, preferences or rights of the Class A Non-Voting Stock contained herein.

2. The foregoing Amendment was adopted on December 30, 2020 by all of the directors and shareholders entitled to vote thereon, pursuant to Florida Statutes.



JOSE SANCHEZ, PRESIDENT
ALPINE FRESH, INC.
Date: December 30, 2020

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The date of each amendment(s) adoption: December 30, 2020, if other than the date this document was signed.

Effective date if applicable: December 30, 2020
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____"
(voting group)

Dated December 30, 2020

Signature _____
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JOSE SANCHEZ

(Typed or printed name of person signing)

PRESIDENT AND DIRECTOR OF ALPINE FRESH, INC.

(Title of person signing)

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