

Division of Corporations

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

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To:

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

From:

Account Name : GREENSPOON MARDER, P.A.
Account Number : 076064003722
Phone : (888) 491-1120
Fax Number : (954) 333-4242

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

Email Address: ryan@cookiesre.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TREE KING-TREE FARM, INC.**

Certificate of Status	0
Certified Copy	XXXX 1
Page Count	05
Estimated Charge	XXXXXX 43.75

PLEASE DELIVER TO YASMINE AS SOON AS POSSIBLE.

YASEMIN, NAME CONSENT IS ATTACHED. NAME OF DOCUMENT IS CORRECTED.

PLEASE CAN YOU HAVE THE DOCUMENT RECORDED AS OF THE INITIAL

DATE OF SUBMISSION - SEPTEMBER 18, 2020.

ALSO, THIS IS A COMPLETELY NEW COVER SHEET.

THANK YOU FOR ALL YOUR HELP!

Electronic Filing Menu

Corporate Filing Menu

Help

ALSO, NEED A CERTIFIED COPY BUT I CHANGED THE COVER SHEET MANUALLY.

FILED
2020 SEP 18 AM 8:00
REC
2020 NOV 16 PM 1:53

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**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
TREE KING-TREE FARM, INC.**

The undersigned, for the purposes of amended the Articles of Incorporation of a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Amended and Restated Articles of Incorporation:

Article I - Name

The name of the Corporation is Cookies Florida, Inc.

Article II - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 2,000 shares of common stock, par value \$1.00 per share.

Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article V - Address

The current street address of the principal office of this Corporation is 4675 MacArthur Court, Floor 15, Newport Beach, CA 92660. The Board of Directors of this Corporation may from time to time move its principal office to any other place in or outside of the State of Florida.

Article VI - Directors

This Corporation has three (3) Director(s). The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

Article VII - Directors

The name and street address of the Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

Brandon Johnson
4675 MacArthur Court, Floor 15
Newport Beach, CA 92660

Ryan Johnson
4675 MacArthur Court, Floor 15
Newport Beach, CA 92660

Daniel Firtel
4675 MacArthur Court, Floor 15
Newport Beach, CA 92660

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Article VIII –

The name, street address and position of the current Officers of this Corporation who shall hold office until their successors are elected or appointed is:

Brandon Johnson, President and Treasurer
4675 MacArthur Court, Floor 15
Newport Beach, CA 92660

Ryan Johnson, Secretary
4675 MacArthur Court, Floor 15
Newport Beach, CA 92660

Article IX –Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.

2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.

3. The Board of Directors of this Corporation shall adopt Amended and Restated Bylaws for the government of this Corporation which shall be subordinate only to these Articles of Incorporation, as may be amended, and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors.

4. Any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation or the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

5. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

6. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the

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Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

Article IX - Registered Office


The Registered Agent and registered office of the Corporation shall be:

Greenspoon Marder LLP.
200 E. Broward Boulevard, Suite 1800
Fort Lauderdale, Florida 33301

Article X - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

In witness whereof, the undersigned has executed these Amended and Restated Articles of Incorporation this 18th day of September, 2020, with full power and authority on behalf of this Corporation.


Brandon Johnson, President

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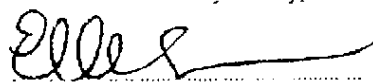
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act.

FIRST – That Cookies Florida, Inc., a Florida a corporation organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of Incorporation, has named
Greenspoon Marder LLP as Registered Agent, who may be served at the registered office
located at 200 E. Broward Blvd., Suite 1800, City of Fort Lauderdale, County of Broward, State
of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above stated Corporation, at
place designated in this certificate, I hereby accept to act in this capacity and agree to comply
with the provisions of said Act relative to keeping open said office.



Ellen Gilmore, Esq. on behalf of the
Registered Agent

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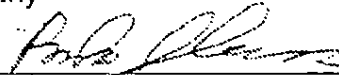
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CONSENT TO USE SAME NAME

The undersigned Manager of COOKIES FLORIDA, LLC, a Florida limited liability company (the "Company"), hereby authorizes, approves and consents to the Florida Department of State, Division of Corporations, filing and processing Amended and Restated Articles of Incorporation for COOKIES FLORIDA, INC., a Florida corporation formerly known as Tree King-Tree Farm, Inc. (the "Corporation") and hereby consents and allows the Corporation to use and conduct business utilizing the same name.

WHEREOF, the undersigned authorized representative of the consenting entity has signed his name this 18th day of September 2020.

COOKIES FLORIDA, LLC, a Florida limited liability
company

By: 
Brandon Johnson, Manager

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