

L07882

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100188827601

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 20 PM 3:28

12/20/10--01036--004 **35.00

Amended
Restated
Name chg
12/22/10
10

ENTREPRENEURSHIP
LAW FIRM, P.L.
Advising Business Owners



December 14, 2010

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

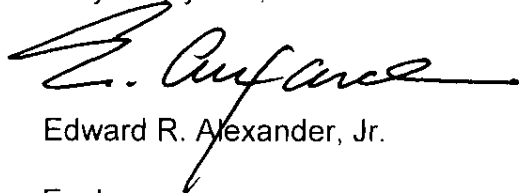
Re: Amended and Restated Articles of Incorporation for Richards Distributing, Inc.

Dear Sir/Madam:

Enclosed please find: (A) the original signed, amended and restated articles of incorporation for Richards Distributing, Inc.; and (B) a check in the amount of \$35.00, to cover the filing fee. Please file the amended and restated articles of incorporation for the company referenced above.

If you have any questions or need further information, please do not hesitate to contact me at the number below. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Enclosures.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RICHARDS DISTRIBUTING, INC.**

RICHARDS DISTRIBUTING, INC., a Florida corporation (the "**Corporation**"), by and through its President, hereby adopts these Amended and Restated Articles of Incorporation as hereinafter set forth.

1. Pursuant to Section 607.1003 of the Florida Statutes, on December ^{9th} 2010, the sole member of the Board of Directors of the Corporation and the sole shareholder of the Corporation, unanimously adopted and approved these Amended and Restated Articles of Incorporation of the Corporation.

ARTICLE I. Name

The name of the Corporation is:

ABSOLUTELY NATURAL, INC.

ARTICLE II. Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, the Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III. Capital Stock

Section 1. The Corporation is authorized to issue one class of capital stock, to be designated common stock, with a par value per share of \$0.0001 (the "**Common Stock**"). The maximum number of shares of Common Stock that the Corporation is authorized to issue and have outstanding at any one time is two million five hundred thousand (2,500,000). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE III.

Section 2. The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 3. The holders of the Common Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote, and shall be entitled to one (1) vote for each such share held by them, respectively.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 20 10 3:28

Section 4. All or any portion of the Common Stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of such stock to be issued, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for the Common Stock, and their judgment of such value shall be conclusive.

ARTICLE IV. Principal Office

The mailing address and principal office of the Corporation is: 640 Atlantis Road, Melbourne, FL 32904.

ARTICLE V. Term of Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI. Directors

Section 1. The number of directors may be either increased or diminished from time to time by the shareholders in accordance with the Bylaws of the Corporation, but there shall always be at least one (1) director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefore.

Section 4. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of the Corporation, for any cause deemed sufficient by such shareholders or for no cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of the Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE VIII. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X. Indemnification

Section 1. The Corporation shall indemnify its officers and directors against any liability incurred in any proceeding in which such individual is made a party to the proceeding because he or she is or was an officer or director of the Corporation (a "Corporation Related Proceeding") if:

- (A) he or she acted and conducted himself/herself in good faith;
- (B) he or she reasonably believed: (1) in the case of conduct in his or her official capacity, that such conduct was in the best interest of the Corporation; or (2) in all other cases, that his or her conduct was, at least, not opposed to the best interests of the Corporation; and
- (C) in the case of any criminal Corporation Related Proceeding, he or she had no reasonable cause to believe that such conduct was unlawful.

Section 2. The Corporation shall advance the reasonable expenses incurred by any officer or director who is a party to a Corporation Related Proceeding if:

- (A) he or she furnishes the Corporation with a written affirmation of his or her good-faith belief that he or she has met the standard of conduct required for indemnification;
- (B) he or she furnishes the Corporation with a written undertaking, executed personally by him or her, or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct; and
- (C) a determination is made, in good faith, by the Board of Directors, excluding any director(s) seeking indemnification pursuant to this ARTICLE X, that the facts then known to those making the determination would not preclude indemnification.

Section 3. The Corporation shall indemnify each officer or director who was wholly successful, on the merits or otherwise, in defense of any Corporation Related Proceeding to which he or she was a party, against reasonable expenses incurred by him or her in connection with such Corporation Related Proceeding.

Section 4. An officer or director who is or was a party to a Corporation Related Proceeding may apply for indemnification to the court conducting such Corporation Related Proceeding or to another court of competent jurisdiction.

ARTICLE XI. Affiliated Transactions

The Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

2. The amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation were approved by the sole shareholder of the Corporation.

3. The sole member of the Board of Directors of the Corporation approved the amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 9th day of December, 2010.



Charley Richards, President