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GUNSTER, YOKLEY

0001/007

8/7/2018

Division of Corporations

Florida Department of State
Division of Corporations
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Account Number : 076117000420
Phone : (561)650-0728
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
FLMS FOODS, LLC

Certificate of Status	0
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H18000229459 3

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
FLMS FOODS LLC**

FILED
18 JUL 30 AM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, the corporation hereinafter named (the "Company"), does hereby amend and restate its Articles of Organization.

1. The name of the Corporation is FLMS FOODS LLC.
2. The text of the Amended and Restated Articles of Organization of the Company is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The name under which the original articles of organization of the Company were filed with the Secretary of State of the State of Florida is: FLMS Foods LLC.
2. The date of filing of the Company's original articles of organization is June 5, 2018, and its Document Number is L18000139954.
3. These Amended and Restated Articles of Organization (a) amend and restate the provisions of the Articles of Organization of the Company and (b) were duly adopted by the members of the Company on July 30, 2018.

Executed as of: July 30, 2018

FLMS FOODS LLC

Alexander F. Fernandez

Alexander F. Fernandez, Authorized Person

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FILED
18 JUL 30 AM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
FLMS FOODS, LLC**

(A Florida Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Amended and Restated Articles of Organization:

**ARTICLE 1
NAME**

The name of the Limited Liability Company is FLMS FOODS, LLC (the "Company").

**ARTICLE 2
DURATION**

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE 3
NATURE OF BUSINESS**

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act.

**ARTICLE 4
ADDRESS**

The principal office address and mailing address of the Company are 7800 Point Meadows Drive, Apart #412, Jacksonville, FL 32256.

**ARTICLE 5
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the registered office of the Company is 7800 Point Meadows Drive, Apartment #412, Jacksonville, FL 32256, and the name of the registered agent of the Company at that address is Alexander F. Fernandez.

**ARTICLE 6
MEMBERSHIP CERTIFICATES**

Each member's interest in the Company may be evidenced by a membership participation or unit

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TALLAHASSEE, FLORIDA

certificate. No member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE 7 INDEMNIFICATION

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by any member, manager, or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

A violation of criminal law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.

A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.

A distribution in violation of Section 605.0406 of the Act.

Willful misconduct or a conscious disregard for the best interests of the company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a member.

(e) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property in a proceeding by or in the right of someone other than the Company or a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate,

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heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE 8 MANAGEMENT

The Company shall be manager managed in accordance with the Company's Operating Agreement. The managers of the Company shall be:

Gloria Lengyel Ortyl
Alexander F. Fernandez
Alexander D. Fernandez
Randy A. Fernandez

ARTICLE 9 AMENDMENT

The company reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Amended and Restated Articles as of July 30, 2018.

Alexander F. Fernandez

Alexander F. Fernandez, Authorized Person

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Alexander F. Fernandez hereby accepts the appointment as registered agent and agrees to act in this capacity. Alexander F. Fernandez further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.

Dated as of July 30, 2018

/s/ Alexander F. Fernandez

Alexander F. Fernandez

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18 JUL 30 AM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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08/07/2018 13:05 FAX

GUNSTER YOAKLEY

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8/6/2018 6:01:02 PM PACE 1/001 Fax Server



August 6, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FLMS FOODS, LLC
7800 POINT MEADOWS DR APT 412
JACKSONVILLE, FL 32256

SUBJECT: FLMS FOODS, LLC
REF: L18000139954

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In addition to the previous rejections, please make the following correction(s) before the document is resubmitted

The word "initial" or "first" should be removed from the article regarding members, managers, and/or registered agent, unless these are the individuals originally designated at the time of formation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Michelle Milligan
Senior Section Administrator

FAX Aud. #: H18000218392
Letter Number: 018A00016152



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P.O BOX 6327 - Tallahassee, Florida 32314