

L23 000541271

(Requestor's Name)

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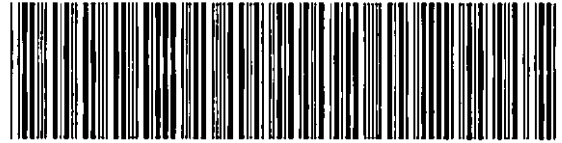
(Business Entity Name)

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RAFAEL J. SANCHEZ-ABALLI PA

264 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 779-5041 • FACSIMILE (305) 779-5047
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July 26, 2024

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations, Amendment Section
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: Amended and Restated Articles of Organization for UPAC America LLC
Document Number: L23000541271

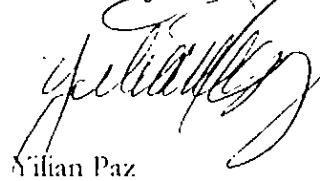
Dear Sir/Madam:

Enclosed please find an original Amended and Restated Articles of Organization in connection with UPAC America LLC and check number 1563 in the amount of \$35.00 to cover the filing fees for the Amended and Restated Articles of Organization. The purpose of this Amendment is to correct the company's name from UPAC America LLC to UPAM Fresh LLC.

Should you have any questions, please do not hesitate to contact us.

Very truly yours,

RAFAEL J. SANCHEZ-ABALLI P.A.



Vilian Paz

/yp
Enclosures as stated

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF**

UPAC AMERICA LLC

Pursuant to the provisions of Section 605.0202 of the Florida Statutes, UPAC America LLC ("Company"), a Florida limited liability company, hereby certifies as follows and adopts the following Amended and Restated Articles of Organization:

1. The name of the Company is UPAC America LLC and the Company was formed on December 6, 2023, by the filing of Articles of Organization with the Department of State under Document Number 1.23000541271.
2. These Amended and Restated Articles of Organization shall amend, restate and supersede in their entirety any and all prior Articles of Organization, as amended, including, without limitation, any Articles of Organization from the date of the Company's original formation through the date hereof.

ARTICLE I - NAME

The name of the Company is:

UPAM FRESH LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:

902 East Trapnell Road
Plant City, Florida 33566

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered agent is:

Rafael J. Sanchez-Aballi, P.A.
264 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE IV - PURPOSE

The purpose for which the Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 605 of the Statutes of the State of Florida.

ARTICLE V - DURATION

The Company shall exist perpetually unless dissolved according to law.

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ARTICLE VI - MANAGEMENT

The governance, business, and affairs of the Company shall be managed, and all Company powers shall be exercised, by or under the direction of the Board of Managers, which shall be comprised of five (5) Managers. Pursuant to the Company's Operating Agreement dated July 26, 2024, as may be amended from time to time ("Operating Agreement"), the names and addresses of the initial Managers are as follows:

John Wilkinson	902 East Trapnell Road Plant City, Florida 33566
Kiana Amaral	902 East Trapnell Road Plant City, Florida 33566
Derek Yurosek	902 East Trapnell Road Plant City, Florida 33566
Nemesio Vicuña	902 East Trapnell Road Plant City, Florida 33566
Juan Vicuña	902 East Trapnell Road Plant City, Florida 33566

The Managers shall serve until they are replaced in the manner set forth in the Operating Agreement.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

New members may be admitted as set forth in the Operating Agreement.

ARTICLE VIII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining Members of the Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which would ordinarily terminate the continued membership of a Member of the Company.

ARTICLE IX - INDEMNIFICATION

(A) To the fullest extent permitted by the Florida Revised Limited Liability Company Act, as the same exists or as may hereafter be amended, the Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that it is or was a member, manager, officer or employee of the Company, or is or was serving at the request of the company as a director, trustee, officer, manager or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by it in connection with such action, suit or proceeding, if it acted in good faith and in a manner which it reasonably believed

to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, it had no reasonable cause to believe its conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which it reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence of misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

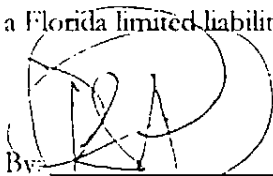
(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that it is entitled to be indemnified by the Company.

(D) Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of the Company's Articles of Organization inconsistent with this Article IX shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Dated this 26th day of July, 2024.

UPAM FRESH LLC.

a Florida limited liability company

By: 

Rafael Sanchez-Aballi, Authorized Signatory

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UPAM FRESH LLC

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Company is:

UPAM FRESH LLC

2. The name and address of the registered agent and office is:

Rafael J. Sanchez-Aballi, P.A.
264 Almeria Avenue
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for the above-stated Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

RAFAEL J. SANCHEZ-ABALLI, P.A.

By: _____

Rafael Sanchez-Aballi, President

Dated this 26th day of July, 2024.

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