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SECRETARY OF STATE  
TALLAHASSEE, FL 32304

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**MENDENFREIMAN**

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Katherine E. Trainor

(770) 379-1453

KTRAINOR@MENDENFREIMAN.COM

August 31, 2016

**VIA UPS**

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32314

**Re: DeLuca, Inc.**

Dear Sir or Madam:

Please find the enclosed Restated Articles of Incorporation (the "Articles") for DeLuca, Inc., which is being filed on behalf of our client. A check in the amount of \$43.75 is also included for the filing fee and certified copy fee. An additional copy of the Articles and a self-addressed, stamped envelope is included for the certified copy of the filed Articles.

If you should have any questions regarding the enclosures, or if you should need anything further, please contact me on my direct line at the number above. Otherwise, I look forward to receiving the certified copy.

Sincerely,



Katherine E. Trainor

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA**  
**RESTATED ARTICLES OF INCORPORATION**  
**DELUCA, INC.**

Pursuant to the Florida Business Corporation Act, Fla. Stat. § 607.0101 *et seq.* (the "Act"), the undersigned desires to amend and restate the Articles of Incorporation of Deluca, Inc., a Florida corporation (the "Corporation"), by delivering in duplicate to the Secretary of State of the State of Florida these Restated Articles of Incorporation in accordance with the provisions of §607.1007 of the Act.

**Article One: Articles of Incorporation**

The Corporation was duly formed by the Incorporators causing to be filed with the Florida Secretary of State Articles of Incorporation and the Florida Secretary of State issuing a Certificate of Incorporation in accordance with the Act on or about January 25, 1988. The Secretary of State's Document Number is M65659.

**Article Two: Name**

By Amendment dated November 20, 2006, the name of the Corporation is DELUCA, INC., a Florida corporation. The name of the Corporation is not changed by these Restated Articles of Incorporation.

**Article Three: Shares**

The total number of shares of capital stock which the Corporation is authorized to issue is ONE HUNDRED THOUSAND (100,000) shares, which are divided into One Thousand (1,000) shares of capital stock designated as "Class A Common Stock," and Ninety-Nine Thousand (99,000) shares of capital stock designated as "Class B Common Stock." Except as hereinafter provided in Section 3.01 with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects. All shares of Common Stock shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

**Section 3.01 Voting Rights**

With respect to voting powers under these Articles or the Bylaws of the Corporation, except as otherwise required by the Act, the holders of Class A Common Stock shall possess all voting powers for all purposes, including by way of illustration and not of limitation the election of directors, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the shareholders except as otherwise provided herein.

### **Section 3.02 Restrictions on Disposition of Shares**

Except as specifically required by applicable law the Bylaws of the Corporation, and any Shareholders Agreement then in effect may include restrictions on a Shareholder's ability to sell, transfer, convey, pledge, give, distribute or encumber any shares of the Corporation.

### **Article Four: Registered Agent**

The address of the Registered Office of the Corporation is 1719 SW College Road Ocala, Florida 34471, and the name of its Registered Agent at such address is Frank J. Deluca.

### **Section 4.01 : Registered Agent Consent**

I, Frank J. Deluca, a natural person and resident of the State of Florida, accept the appointment as registered agent of Deluca, Inc., a Florida corporation, upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated below in Article Five hereof. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to notify the Office of the Secretary of State immediately in the event of my resignation or any changes in the Registered Office Address.

Dated: 8-30-16

  
\_\_\_\_\_  
Frank J. Deluca, Registered Agent

### **Article Five: Principal Place of Business and Records Office**

The principal place of business of the Corporation, the location of its business records, its street address, and its mailing address is 1719 SW College Road, Ocala, Florida 34471.

### **Article Six: Purpose and Power**

The Corporation is formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Act. In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Act.

### **Article Seven: Bylaws and Authority**

The manner in which the Corporation conducts its business and affairs, the duties and authority of its Shareholders, Directors, and Officers and the rights and obligations of its Shareholders, Directors, and Officers to the extent not expressly required by and provided for in these Articles and the Act, has been set forth in the Corporation's Bylaws adopted by the Shareholders and Directors of the Corporation as subsequently amended. These

Bylaws may from time to time be further amended in accordance with the provisions contained in these Articles and in said Bylaws.

**Article Eight: Consent by Directors and Shareholders**

This instrument has been authorized and approved by all of the Directors and Shareholders of the Corporation by written unanimous consent.

IN WITNESS WHEREOF the President executes these Amended and Restated Articles of Incorporation of Deluca, Inc., attested to by the duly elected Secretary of the Corporation.

Dated: 8-30-14

**DELUCA, INC. a Florida corporation,**

  
\_\_\_\_\_  
Frank J. Deluca, President

**ATTESTED TO BY:**

  
\_\_\_\_\_  
Sandy Ingraham, Secretary

The date of each amendment(s) adoption: 8/30/2016 if other than the date this document was signed.

Effective date if applicable: 8/30/2016  
(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 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)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 8/30/16  
Signature [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)

Sandy Ingraham

\_\_\_\_\_  
(Typed or printed name of person signing)

Secretary

\_\_\_\_\_  
(Title of person signing)