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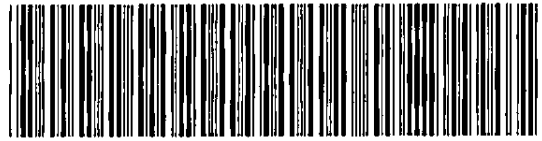
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2024 MAR 20 PM 12:31
CLERK OF COURT
COURT HOUSE
101 N. MAIN ST.
ANN ARBOR MI 48106

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: **AGRANCO CORP. (USA)**

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00
Filing Fee

☐ \$43.75
Filing Fee
& Certificate of Status

☐ \$43.75
Filing Fee
& Certified Copy

☐ \$52.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: **Lalchandani Simon PL**

Name (Printed or typed)

25 SE 2nd Ave, Suite 1020

Address

Miami, FL 33131

City, State & Zip

305-999-5291

Daytime Telephone number

cferrer@agrancousa.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AGRANCO CORP. (USA)**

FILED
2024 MAR 20 PM 12:32
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
STATE OF FLORIDA

AGRANCO CORP. (USA) (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act, does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on April 9, 2001, Document Number P01000037658.
2. The Amended and Restated Articles of Incorporation set forth herein have been duly adopted by unanimous written consent of the Board of Directors of the Corporation, dated March 5, 2024, and by written consent of the sole shareholder of the Corporation, dated March 5, 2024, in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act and the number of votes cast was sufficient for approval.
3. The Amended and Restated Articles of Incorporation set forth herein restate and supersede in their entirety the provisions of the Articles of Incorporation of the Corporation.
4. The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

ARTICLE I

The name of the corporation is AGRANCO CORP. (USA) (the "Corporation").

ARTICLE II

The address of the Corporation's registered office is 25 SE 2nd Avenue, Suite 1020, City of Miami, County of Miami-Dade, State of Florida, 33131. The name of its registered agent at such address is Lalchandani Simon PL.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is Ten Million (10,000,000) shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.001 per share.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In furtherance of and not in limitation of the powers conferred by the laws

of the State of Florida, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal Bylaws of the Corporation.

ARTICLE VI

To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that s/he, his or her testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Articles of Incorporation, as amended, inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII

These Amended and Restated Articles of Incorporation and the internal affairs of the Corporation shall be governed by and interpreted under the laws of the State of Florida, excluding its conflict of laws principles. Unless the Corporation consents in writing to the selection of an alternative forum, the Circuit Court of Eleventh Judicial Circuit in and for Miami-Dade County, Florida shall be the sole and exclusive forum for (A) any derivative action or proceeding asserting a claim on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Florida Business Corporation Act or the Corporation's Amended and Restated Articles of Incorporation or Bylaws, (D) any action or proceeding asserting a claim as to which Florida law confers jurisdiction upon the Circuit Court of Eleventh Judicial Circuit in and for Miami-Dade County, Florida, or (E) any action or proceeding asserting a claim governed by the internal affairs doctrine, in each case subject to said Circuit Court having personal jurisdiction over the indispensable parties named as defendants therein.

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IN WITNESS WHEREOF, the undersigned, being the Chief Executive Officer of AGRANCO CORP. (USA), a Florida corporation, hereby acknowledges, declares, and certifies that the foregoing Amended and Restated Articles of Incorporation is the act and deed of the undersigned and that the facts herein stated are true, and has accordingly executed this Amended and Restated Articles of Incorporation as of the date stated below.

Actual Date of Signature:
3/6/2024

- DocuSigned by

Claudia Ferrer

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Claudia M. Ferrer, Chief Executive Officer