

Division of Corporations

Florida Department of State

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ORTEGA NURSERY CORPORATION

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November 15, 2024

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ORTEGA NURSERY CORPORATION  
14364 SW 36TH ST  
MIAMI, FL 33175

SUBJECT: ORTEGA NURSERY CORPORATION  
REF: P02000047060

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ORTEGA NURSERY CORPORATION**

Pursuant to Sections 607.1001 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), Ortega Nursery Corporation, a Florida corporation (the "Corporation"), hereby certifies that:

**FIRST:** The Corporation is named Ortega Nursery Corporation and was originally organized in the State of Florida on April 29, 2002, and these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

**SECOND:** These Amended and Restated Articles of Incorporation were adopted and approved on November 12, 2024, by the Sole Shareholder of the Corporation.

**ARTICLE I.  
NAME AND ADDRESS**

The name of the Corporation is

**ORTEGA NURSERY CORPORATION**

and the principal office and mailing address is:

19050 SW 177 Ave  
Miami, Florida 33187

**ARTICLE II.  
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the FBCA.

Prepared by: Ramon E. Rasco, Esq.  
Rasco Klock Perez Nieto, P.L.  
2555 Ponce de Leon Blvd. Suite 600  
Coral Gables, Florida 33134

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**ARTICLE III.**  
**EXISTENCE OF CORPORATION**

This Corporation shall have perpetual existence, and the Corporation's business shall continue without regard to death, retirement, resignation, expulsion, bankruptcy or dissolution of a shareholder or the occurrence of any other event which terminates the continued ownership of a shareholder in the Corporation.

**ARTICLE IV.**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 19050 SW 177 Ave, Miami, Florida 33187, and the name of the Corporation's registered agent at that address is Carlos Ortega.

**ARTICLE V.**  
**AUTHORIZED CAPITAL STOCK**

The Corporation shall have two classes of common stock: voting *Class A Common Stock* and non-voting *Class B Common Stock*. The total number of shares of stock the Corporation shall be authorized to issue is 1,000 shares as follows:

Class A (Voting):	1,000 shares, each with a par value of \$5.00
Class B (Non-voting):	9,000 shares, each with a par value of \$5.00

Each of the Class A Common Stock and Class B Common Stock shall have identical rights, obligations and privileges as to distributions and liquidation rights, except as to voting rights and except as otherwise provided in the Corporation's Stockholder Agreement.

**ARTICLE VI.**  
**DIRECTORS AND OFFICERS**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be decreased or increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the individual who shall serve as director of the Corporation are:

Carlos Ortega  
14364 SW 36th Street  
Miami, Florida 33175

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STATE OF FLORIDA

The names and street addresses of the individuals who shall serve as officers of the Corporation are:

Carlos Ortega - President  
19050 SW 177 Ave  
Miami, Florida 33187

Maylen Ortega Tages - Chief Operating Officer  
19050 SW 177 Ave  
Miami, Florida 33187

Bianca Tages - Secretary  
19050 SW 177 Ave  
Miami, Florida 33187

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#### ARTICLE VI.

#### LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS

To the fullest extent permitted under the FBCA and other applicable law, no director or officer of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director or officer, unless the breach or failure to perform his or her duties as a director or officer constitutes one of the liability exceptions set forth in Section 607.0831(1) of the Florida Statutes (or a successor provision of such law) as the same exists or may hereafter be amended.

#### ARTICLE VIII.

#### INDEMNIFICATION

To the fullest extent permitted under the FBCA and other applicable law, every person who now is, hereafter shall be a director or officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including legal fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his being or having been a director or officer of the Corporation (whether or not he/she is a director or officer of the Corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

**ARTICLE IX.**  
**AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Amended and Restated Articles of Organization in the manner prescribed by law, and all rights conferred on the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 12 day of November, 2024.



Carlos Ortega, Sole Shareholder  
and Sole Director

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TALLAHASSEE, FL.

**ACCEPTANCE  
OF  
APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for ORTEGA NURSERY CORPORATION, in the foregoing Articles of Incorporation, I hereby agree to accept service of process for said Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Carlos Ortega  
Carlos Ortega

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TALLAHASSEE, FL