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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**HERON FOODS INC.
ARTICLES OF INCORPORATION
AMENDED AND RESTATED**

(Under Section 607.1007 of the Florida Business Corporation Act)

HERON FOODS INC., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act of the State of Florida (the "Florida Business Corporation Act, Chapter 607 of the Florida Statutes"), DOES HEREBY CERTIFY:

That the name of this corporation is **HERON FOODS INC** (the "Corporation"), and that the Corporation originally filed its incorporation documents on March 22, 2007, pursuant to the Florida Business Corporation Act.

The undersigned directors and sole shareholder duly adopted resolutions to recapitalize the Corporation by authorizing the issuance of voting common stock and non-voting common stock and to amend and restate the Articles of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and where a majority of the directors and a sole shareholder consent to the resolution setting forth the amended and restated Articles of Incorporation of the Corporation, as herein provided.

RESOLVED, that the Articles of Incorporation of the Corporation be amended and restated in its entirety to read as follows:

ARTICLE I

The name of this corporation is **HERON FOODS INC.**

ARTICLE II

The address of the office of the Corporation in the State of Florida is 7301 SW 57 CT, STE. 520, FL 33143.

ARTICLE III

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

ARTICLE IV

(A) **Classes of Stock.** The Corporation is authorized to issue two classes of common stock to be designated, respectively, "Voting Common Stock" and "Non-Voting Common Stock."

(B) **Voting Rights.** The holders of Voting Common Stock shall be entitled to vote their shares on all matters presented to the shareholders for a vote at the rate of one vote per share of Voting Common Stock held as of the record date fixed for the meeting at which such shares are to be voted or the effective date of a written consent in lieu of a meeting of the shareholders. Non-

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Voting Common Stock shall have no voting rights with respect to any matter other than such rights as may be required by law. With the exception of voting rights, Voting Common Stock and Non-Voting Common Stock shall rank *pari passu* in all respects.

(C) **Dividends.** The holders of shares of Voting Common Stock and Non-Voting Common Stock shall be entitled to receive dividends, out of any assets legally available on a *pari passu* basis with each other and prior and in preference to any declaration or payment of any other dividend. The Board of Directors of the Company (the "**Board of Directors**") may declare, pay or set aside dividends from time to time in its discretion.

(C) **Certificates.** Shares of the Corporation's Voting Common Stock and Non-Voting Common Stock may be certificated paper shares, electronic uncertificated shares (managed by the Corporation or a third-party service provider) or a combination of both, as determined by the Board of Directors on a case by case basis.

ARTICLE V

Subject only to the terms of this Articles of Incorporation, and in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly empowered and authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE VI

The number of directors constituting the Board of Directors shall be not less than one (1). The exact number of directors shall be fixed from time to time in the manner provided in the Bylaws. All corporate powers, including the management of the business and the conduct of the affairs of the Corporation, shall be vested in the Board of Directors, except as otherwise specifically required by law or as otherwise provided in the Articles of Incorporation.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VIII

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE IX

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any other law of the State of Florida is amended after approval by the shareholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of

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the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing provisions of this Article Ninth by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE X

To the fullest extent permitted by applicable law, the Corporation shall provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which Florida Business Corporation Act permits the Corporation to provide indemnification). Any amendment, repeal or modification of the foregoing provisions of this Article X shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

* * *

This Amended and Restated Articles of Incorporation, which restates and integrates and further amends the provisions of this Corporation's Articles of Incorporation, as amended, modified and supplemented to date, has been duly adopted in accordance with the Florida Business Corporation Act.

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by the undersigned as duly authorized officers of the Corporation and as the majority of the Board of Directors, and by the sole shareholder on October 29, 2021.

DIRECTORS

ANGEL R. VELIZ

BEATRIZ C. VELIZ

SHAREHOLDER

ANGEL R. VELIZ

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TALLAHASSEE, FLORIDA

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