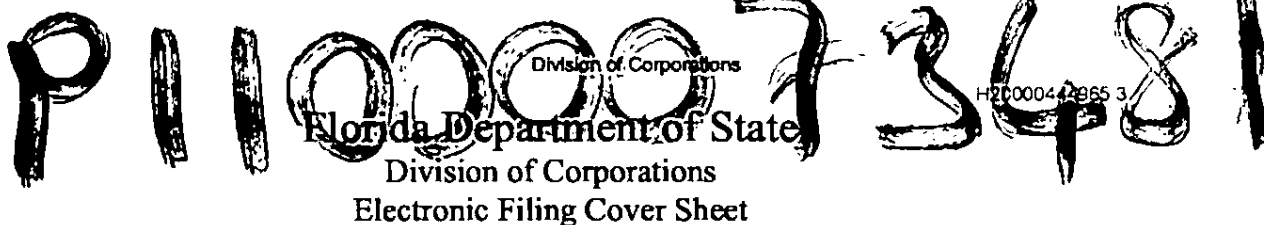


12/30/2020



Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
JOSEPH'S FOODS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JOSEPH'S FOODS, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned, being the President of Joseph's Foods, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on August 16, 2011.

SECOND: Amended and restated articles of incorporation were adopted by all of the holders of the voting stock of the Corporation pursuant to Section 607.0704 of the Florida Business Corporation Act on December 30, 2020. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

**ARTICLE I
NAME**

The name of the corporation is: **JOSEPH'S FOODS, INC.**

**ARTICLE II
NATURE OF BUSINESS**

The Corporation may engage in or transact any or all lawful activities permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLES III
CAPITAL STOCK**

(a) The total number of shares of stock that the Corporation shall have authority to issue is 20,000 shares of common stock having no par value ("Common Stock") of which 200 are designated as Voting Common Stock ("Voting Common Stock"), and 19,800 are designated as Non-Voting Common Stock ("Non-Voting Common Stock"). The rights, preferences, powers, privileges, and the restrictions, qualifications and limitations of the Non-Voting Common Stock are identical with those of the Voting Common Stock other than in respect of voting and conversion rights as set forth herein, and for all purposes under this Certificate of Incorporation, the Voting Common Stock and Non-Voting Common Stock shall together constitute a single class of shares of the capital stock of the Corporation.

(b) Voting Rights.

(i) Voting Common Stock. Except as otherwise required by law or this Certificate of Incorporation, the holders of the Voting Common Stock shall possess exclusively all voting power, and each holder of Voting Common Stock shall have one vote in respect of each share held by him of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of shareholders of the Corporation.

(ii) Non-Voting Common Stock. Except as otherwise required by law, shares of Non-Voting Common Stock shall be non-voting; provided that so long as any shares of Non-Voting Common Stock are outstanding, the Corporation shall not, without the written consent of a majority of the outstanding shares of Non-Voting Common Stock or the affirmative vote of holders of a majority of the outstanding shares of Non-Voting Common Stock at a meeting of the holders of Non-Voting Common Stock duly called for such purpose, amend, alter or repeal (by merger, consolidation, combination, reclassification or otherwise) its Certificate of Incorporation or bylaws so as to adversely affect (disproportionately relative to the Voting Common Stock) the preferences, rights or powers of the Non-Voting Common Stock.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

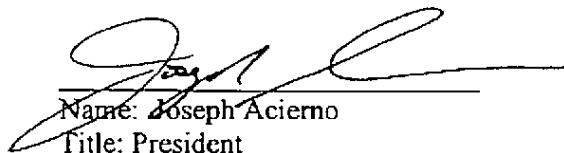
ARTICLE V PRINCIPAL MAILING ADDRESS

The principal office and mailing address of the Corporation is 4409 Northlake Blvd., Palm Beach Gardens, FL 33410.

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of December, 2020


Name: Joseph Acierno
Title: President