

P12000005419

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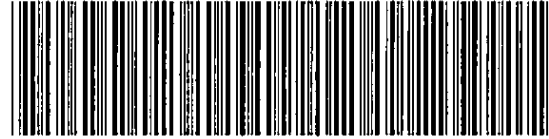
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SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

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

SUBJECT: FRANK'S PRODUCE OF BROWARD, INC.

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

\$35.00 Filing Fee

FROM: **Name:** Rafael Recalde
 Address: 1221 Brickell Ave, Suite 900
 Miami, FL 33131
 Phone: 305-792-9100
 E-mail: rafael@recaldelaw.com
 (to be used for future annual report notification)

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

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Vice President of Frank's Produce of Broward, 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 January 30, 2012, Document No. P12000005419.

SECOND: Amended and Restated Articles of Incorporation were adopted by all of the directors and a majority of the holders of the voting stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on August 1, 2024. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of the Amended and Restated Articles of Incorporation is as follows:

ARTICLE I – NAME

1. The name of the corporation is: FRANK'S PRODUCE OF BROWARD, INC.

ARTICLE IV – PRINCIPAL OFFICE AND MAILING ADDRESS

2. The principal office and mailing address of the Corporation is:

3790 NW 19 Street
Lauderhill, FL 33311

ARTICLE III – PURPOSE

3. 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 General Corporation Law of the state of Florida.

ARTICLE IV – CORPORATE CAPITALIZATION

- 4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

- 4.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all

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shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

4.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

4.4 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.5 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

4.6 Subject to the Amended and Restated Stockholders' Agreement of the Corporation, as may be amended from time to time (the "Stockholders' Agreement"), the Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.7 Subject to the Stockholders' Agreement, the Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

4.8 The Stock of the Corporation are subject to transfer restrictions as set forth in the Stockholders' Agreement.

ARTICLE V – OFFICERS AND/OR DIRECTORS

5. The Officers of the Corporation are as follows:

<u>Type of Action</u>	<u>Title</u>	<u>Name</u>	<u>Address</u>
Remove	PD	Frank M. Silva Martinez	3111 NW 2 St. Miami, FL 33125
Remove	SD	Mayra Cruz	3111 NW 2 St. Miami, FL 33125

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Add	VP	Jaime Restrepo	3790 NW 19 Street Lauderhill, FL 33311
Add	VP	Daniel Restrepo	3790 NW 19 Street Lauderhill, FL 33311

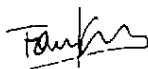
ARTICLE VI – REGISTERED AGENT

6. The name and Florida street address of the registered agent is:

Name: Frank Silva

Address: 3790 NW 19 Street
Lauderhill, FL 33311

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Frank Silva, Registered Agent

August 1, 2024

Date

[Continued on following page]

ARTICLE VII - MANAGEMENT

7. *In furtherance of and not in limitation of the powers conferred by the laws of the state of Florida:*

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors of the Corporation shall consist of three (3) Directors.

(b) *Each director shall be entitled to one vote on each matter presented to the Board of Directors.*

(c) Subject to the Stockholders' Agreement, the Board of Directors of the Corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE VIII - INDEMNIFICATION

8. *Subject to any provisions in the Stockholders' Agreement and Bylaws related to indemnification of directors or officers of the Corporation, 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 he, his 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.*

Any amendment, repeal or modification of the foregoing provisions of this Article shall not (a) 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 or (b) increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

ARTICLE IX – ARTICLE CONSOLIDATION

9. These restated articles of incorporation consolidate all amendments into a single document.

ARTICLE X – REQUIRED ADOPTION INFORMATION

10.1 The amendments are being filed pursuant to Section 607.0120(11)(e), F.S. The date of each amendments adoption is the date this document is signed.

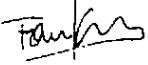
10.2 The amendments were adopted by the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval.

[Signature page to follow]

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I submitted this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Date: August 1, 2024

Signature: 
Frank Silva, Vice President

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