

To:

Division of Corporations

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2023-12-13 13:55:10 PST

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From: Kate Schmidberger

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P12000008070

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2023 DEC 13 PM 2:00
SECRETARY OF STATE
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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
AGROW PRO INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, Agrow Pro Inc., a Florida corporation (the "*Corporation*"), adopts the following Articles of Amendment to amend its Articles of Incorporation:

FIRST: The Article of Incorporation for the Corporation were filed on January 23, 2012, and assigned Florida document number P12000008070.

SECOND: Article IV issuing the shares of stock has hereby been removed in its entirety and replaced with the following paragraph:

"ARTICLE IV
CAPITAL STOCK

(a) Authorized Shares. The total number of shares of stock that the Corporation may issue is one hundred (100) shares with no par value per share. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a shareholders' agreement recorded in the Corporation's minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit."

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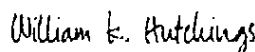
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THIRD: This Amendment was adopted by all of the Board of Directors and all of the shareholders of the Corporation on January 23, 2012.

FORTH: These Articles of Amendment to Articles of Incorporation for internal purpose shall be effective on January 23, 2012, but shall be effective as of the date filed with the Secretary of State of the State of Florida.

Signed this December 12, 2023.

DocuSigned by:



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William K. Hutchings, as President