

P12000102313

**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet**

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H14000244055 3)))



H140002440553ABCZ

RECEIVED

14 OCT 17 PM 5:00

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

**To:** Division of Corporations  
Fax Number : (850)617-6380

**From:** Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FINISH LINE FOODS INC.**

*Amnd/ReState*

OCT 20 2014

R. WHITE

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

14 OCT 17 AM 10:49

FILED

FILED

14 OCT 17 AM 10:49

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FINISH LINE FOODS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of Finish Line Foods, Inc. (the "Corporation"), amend and restate the Articles of Incorporation of the Corporation, as heretofore amended and restated. These Restated Articles of Incorporation have been approved by the directors and shareholders of the Corporation on October 17, 2014.

**FIRST:** The name of the Corporation is Finish Line Foods, Inc.

**SECOND:** The address, including street, number, city, and county, of the principal place of business of the Corporation in the State of Florida is 277 Royal Poinciana Way, Suite 174, Palm Beach, Florida 33480.

**THIRD:** The nature of the business to be conducted and the purposes of the Corporation are:

To make and perform agreements and contracts of every kind and description; and

Generally to engage in any lawful act or activity or carry on any business for which corporations may be organized under the Florida Business Corporation Act ("FBCA") or any successor statute.

**FOURTH:**

Section 1. Authorized Capital Stock. The Corporation is authorized to issue One Hundred Million (100,000,000) shares of Common Stock, without par value, and Ten Million (10,000,000) shares of Serial Preferred Stock, par value \$1.00 per share.

Section 2. Common Stock. Each share of Common Stock shall entitle the holder thereof to one vote, in person or by proxy, at any and all meetings of the shareholders of the Corporation, on all propositions before such meetings. Each share of Common Stock shall be entitled to participate equally in such dividends as may be declared by the Board of Directors out of funds legally available therefor, and to participate equally in all distributions of assets upon liquidation.

Section 3. Serial Preferred Stock. The Board of Directors is authorized at any time, and from time to time, to provide for the issuance of shares of Serial Preferred Stock in one or more series, and to determine the designations, preferences, limitations and relative or other rights of the Serial Preferred Stock or any series thereof. For each series, the Board of Directors shall determine, by resolution or resolutions adopted prior to the issuance of any shares thereof, the designations, preferences, limitations and relative or other rights thereof, including but not limited to the following relative rights and preferences, as to which there may be variations among different series:

A. The rate and manner of payment of dividends, if any;

B. Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;

- C. The amount payable upon shares in the event of liquidation, dissolution or other winding up of the Corporation;
- D. Sinking fund provisions, if any, for the redemption or purchase of shares;
- E. The terms and conditions, if any, on which shares may be converted or exchanged;
- F. Voting rights, if any; and
- G. Any other rights and preferences of such shares, to the full extent now or hereafter permitted by the laws of the State of Florida.

Prior to the issuance of any shares of a series, but after adoption by the board of directors of the resolution establishing such series, the appropriate officers of the Corporation shall file such documents with the State of Florida as may be required by law.

Section 4. 6% Preferred Stock. One Million (1,000,000) shares of Serial Preferred Stock are hereby designated 6% Preferred Stock and shall have the following preferences, privileges and restrictions:

Section 4.1. Voting Rights. Except as otherwise required by the FBCA, the 6% Preferred Stock shall be non-voting and the holders of 6% Preferred Stock shall not be entitled to vote (or render written consents) on any matter submitted for a vote (or written consents in lieu of a vote as permitted by the FBCA, the Certificate of Incorporation and the Bylaws) of the holders of Common Stock.

#### Section 4.2. Dividends.

##### (a) Dividend Amount.

Cumulative Dividends. The holders of the outstanding shares of 6% Preferred Stock shall be entitled to receive, out of any funds legally available therefor, as and when declared by the Board of Directors cumulative dividends, at the annual rate of Six Cents (\$06.00) per share of 6% Preferred Stock. Such dividends shall be cumulative so that if such dividends in respect of any previous or current annual dividend period shall not have been paid or declared at the annual rate specified above and a sum sufficient for payment thereof set apart, the deficiency shall first be fully paid before any dividend or other distribution shall be paid or declared and set apart for the Common Stock or any other class or series of capital stock designated junior to the 6% Preferred Stock with respect to dividends. In lieu of declaring a cash dividend the Board of Directors may from time to time declare a dividend payable in shares of capital stock of the Corporation.

(i) Dividends on shares of 6% Preferred Stock shall be payable if, as and when declared by the Board of Directors but shall nevertheless be payable in cash to the extent available, after provisions for payment of all debts and liabilities of the Corporation in accordance with the FBCA, upon liquidation of the Corporation as provided in Section 4.3.

#### Section 4.3 Liquidation Preference.

(a) Liquidation Preference of 6% Preferred Stock. In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, or in the event of its insolvency, the holders of 6% preferred Stock shall be entitled to be paid, out of the assets of the Corporation available for distribution to stockholders (whether such assets are capital, surplus

or earnings) after provisions for payment of all debts and liabilities of the Corporation in accordance with the FBCA, before any distribution or payment is made with respect to any shares of Common Stock or any other class or series of capital stock of the Corporation designated to be junior to the 6% Preferred Stock and subject to the liquidation rights and preferences of any class or series of Preferred Stock designated to be senior to, or on a parity with, the 6% preferred Stock with respect to liquidation preferences, an amount equal to \$1.00 per share of 6% preferred Stock, plus all accrued and unpaid dividends thereon, whether or not earned or declared, up to and including the date of full payment (the "6% Liquidation Preference").

(b) Insufficient Assets. If, upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the assets legally available for the 6% Liquidation Preference shall be insufficient to permit payment of the 6% Liquidation Preference, then such holders shall share ratably in any distribution of available assets according to the respective amounts which would otherwise be payable with respect to the shares of 6% Preferred Stock held by them upon such liquidating distribution if all amounts payable on or with respect to such shares were paid in full, based upon the aggregate liquidation value payable upon all shares of 6% preferred Stock then outstanding.

Section 4.4 Redemption of Shares. At any time after one year from the issuance of shares of 6% Preferred Stock, the Board of Directors can elect to redeem such shares of 6% Preferred Stock at a redemption price equal to \$1.00 per share plus all accrued but unpaid dividends as of the effective date, as determined by the Board of Directors.

Section 4.5 Increases and Decreases in Number of Shares. Subject to the requirements of the FBCA and these amended and Restated Articles of Incorporation, the number of shares of Preferred Stock that are designated as 6% Preferred Stock may be increased or decreased by vote of the Board of Directors; provided, that no decrease shall reduce the number of shares of 6% Preferred Stock to a number less than the number of such shares then outstanding plus the number of such shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any other outstanding securities issued by the Corporation that are convertible into or exercisable for 6% Preferred Stock. Any shares of 6% Preferred Stock redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever shall, automatically and without further action, be retired and canceled promptly after the acquisition thereof, and shall not be reissued and the Corporation from time to time shall take such action as may be necessary to reduce the number of authorized shares of the 6% Preferred Stock and Preferred Stock accordingly.

**FIFTH:** The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify and advance expenses to, (i) its directors and officers, and (ii) any person who at the request of the Corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section as amended or supplemented (or any successor), provided, however, that except with respect to proceedings to enforce rights to indemnification, the By-Laws of the Corporation may provide that the Corporation shall indemnify any director, officer or such person in connection with a proceeding (or part thereof) initiated by such director, officer or such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The Corporation, by action of its Board of Directors, may provide indemnification or advance expenses to employees and agents of the Corporation or other persons only on such terms and conditions and to the extent determined by the Board of Directors in its sole and absolute discretion. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or

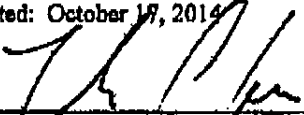
disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**SIXTH:** No Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability or limitation thereof is not permitted under the FBCAas in effect as the time such liability or limitation thereof is determined. No amendment, modification or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal. If the FBCA is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended.

**SEVENTH:** From time to time any of the provisions of these Amended and Restated Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by these Amended and Restated Articles of Incorporation are granted subject to the provisions of this Article.

These Amended and Restated Articles of Incorporation were unanimously adopted by the shareholders.

Dated: October 17, 2014

  
\_\_\_\_\_  
Thomas Corey Kipp, President