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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
URIAH'S URBAN FARMS, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
URIAH'S URBAN FARMS, INC.**

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), Uriah's Urban Farms, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: The Corporation is named Uriah's Urban Farms, Inc. and was originally incorporated in the State of Florida on January 31, 2013, and that these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the holders of each class of capital stock of the Corporation pursuant to a written consent in lieu of a meeting dated February 1, 2014, and the votes cast for the amendment by the holders of each such class of capital stock were sufficient for approval.

ARTICLE ONE

NAME OF CORPORATION

The name of the Corporation is: Uriah's Urban Farms, Inc.

ARTICLE TWO

PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation is located at 6803 Parke East Blvd., Tampa, FL 33610.

ARTICLE THREE

CAPITAL STOCK

A. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000,000 shares of common stock with no par value. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform

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services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

B. In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE FOUR

BOARD OF DIRECTORS

A. **Board of Directors.** The Board of Directors of this Corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

B. **Quorum of Board of Directors.** A quorum for the transaction of business at all meetings of the Board of Directors shall be a majority of the number of directors comprising the Board of Directors.

C. **Meetings of Board of Directors.** The Board of Directors shall plan to hold its meetings at least four (4) times annually, including at least one meeting during each calendar quarter of the year.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the registered office of the Corporation in the State of Florida is 6803 Parke East Blvd, Tampa, Florida 33610. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida.

ARTICLE SIX

LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. This Article Six shall be read to authorize the limitation of liability to the fullest extent permitted under Florida law. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of

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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. No repeal or modification of this Article VI shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE SEVEN

INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Corporation's Bylaws (the "Bylaws") may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE EIGHT

BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or any part thereof. Certain provisions of the Bylaws, as stated therein, may not be altered, amended or repealed except by the affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose. Except for such provisions requiring a two-thirds vote to alter, amend or repeal, the Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the shareholders upon the affirmative vote of at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose.

Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article Eight shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose.

ARTICLE NINE

AMENDMENT

Except as provided herein, these Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with Florida law.

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IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of February 7, 2014.

URIAH'S URBAN FARMS, INC.



David Smiles, President