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Locke Lord Edwards

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Division of Corporations

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**Florida Department of State**  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**SAN FELASCO NURSERIES, INC.**

Certificate of Status	0
Certified Copy	1
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APR 14 2016

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SAN FELASCO NURSERIES, INC.**

2016 APR 14 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

San Felasco Nurseries, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act, as amended (the "FBCA"), does hereby certify that:

1. The name of this Corporation is San Felasco Nurseries, Inc. and the Corporation was originally incorporated on April 5, 2016 pursuant to the FBCA.
2. The following resolutions amending and restating the Corporation's Articles of Incorporation were approved by the Corporation's Board of Directors by written action in lieu of a meeting dated as of April 13, 2016 and by the shareholders holding a majority of the issued and outstanding shares of Common Stock of the Corporation by written action in lieu of a meeting dated as of April 13, 2016, in accordance with the provisions of Section 607.0704 and 607.0821 of the FBCA. The number of votes cast by the shareholders was sufficient for approval of the Corporation's Amended and Restated Articles of Incorporation.
3. The Articles of Incorporation of the Corporation (originally filed on April 5, 2016) are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the corporation shall be **San Felasco Nurseries, Inc.**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock that the corporation shall be authorized to issue is One Million (1,000,000) shares of common stock, each share having the par value of \$0.01 par value.

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#### ARTICLE IV. ADDRESS

The street address of the principal office of the corporation is 7315 NW 126th St, Gainesville, FL 32653 and the mailing address is PO Box 13343, Gainesville, FL 32604.

The street address of the initial registered office of the corporation is 7315 NW 126th St, Gainesville, FL 32653 and the name of the initial registered agent of the corporation at that address is Marc Meisel.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. INDEMNIFICATION

A. The corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who serves or served at the corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

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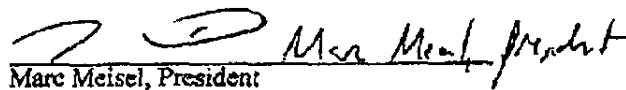
ARTICLE VII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision 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.

ARTICLE VIII. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

I, Marc Meisel, the President of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the FBCA, do hereby make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set my hand this 13th day of April, 2016.

  
Marc Meisel, President

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091,  
Florida Statutes:

San Felasco Nurseries, Inc. has named Marc Meisel, located at 7315 NW 126th Street,  
Gainesville FL 32653, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the  
place designated in this Certificate, the undersigned hereby accepts to act in this capacity and  
agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 13th day of April, 2016.

  
Marc Meisel

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