

Division of Corporations

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P19000034328

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
EASTERN POULTRY DISTRIBUTORS, INC.**

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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
EASTERN POULTRY DISTRIBUTORS, INC.

2019 AUG 27 A D 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. That Article IV, Shares, of the Articles of Incorporation of EASTERN POULTRY DISTRIBUTORS, INC., a Florida corporation (the "*Corporation*"), with Florida Document Number of P19000034328, is hereby amended and replaced in its entirety to read as follows:

**ARTICLE IV
SHARES**

(a) Authorized Capital Stock. The Corporation is authorized to issue one million ten thousand (1,010,000) shares of common stock. Ten thousand (10,000) shares shall be designated as Class A Voting Common shares, with a par value of \$1.00 per share, and one million (1,000,000) shares shall be designated as Class B Nonvoting Common shares, with no par value. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one (1) vote in respect of each share held, and the exclusive voting power with respect to the Corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Nonvoting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Nonvoting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the Corporation shall be vested in the holders of voting common shares.

(b) 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 a ratable distribution of the remaining assets of the Corporation.

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

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the 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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(e) Approval of Shareholders Required for Merger or Acquisition. Any plan of merger, or consolidation, or acquisition of the Corporation shall require the approval of the shareholders voting a majority of the Class A Voting Common shares in every case, whether or not such approval is required by law.

2. Each share of common stock issued and outstanding as of the date hereof shall be converted into one (1) share of Class A Voting Common stock and one hundred (100) shares of Class B Nonvoting Common stock, upon the filing of these Articles of Amendment with the Secretary of State, State of Florida.

3. The foregoing amendment was adopted by all of the directors and shareholders of the Corporation on December 31, 2018

4. The foregoing amendment shall become effective as of January 1, 2019 for internal purposes, but shall be effective as of the date filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment as of this 31st day of December, 2018.


Thomas E. Rueger, Jr., President

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