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January 29, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FILINGS

SUBJECT: ADVANCED BREEDING CONCEPTS INC.  
REF: P19000084272

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Terri J Schroeder  
Regulatory Specialist III  
Amendment Section

FAX Aud. #:  
Letter Number: 420A00002123

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**ADVANCED BREEDING CONCEPTS, INC.**

*Charter P19000084272*

Pursuant to the provisions of Section 607.1006 and 607.1007 of the Florida Statutes, this Florida Corporation, acting through its Directors, has elected to amend and restate its Articles of Incorporation originally filed on October 29, 2019 and does hereby so state as follows:

**FIRST:** These Amended and Restated Articles of Incorporations were duly adopted by the shareholders and directors of the corporation on January 23, 2020 pursuant to a Special Meeting of the Shareholders and Board of Directors on said date. The Shareholders and Directors have unanimously determined that the Articles of Incorporation shall be amended and restated as follows:

**ARTICLE I**

**NAME**

The name of this corporation shall be **ADVANCED BREEDING CONCEPTS, INC.**

**ARTICLE II**

**EFFECTIVE DATE OF INCORPORATION AND TERM OF EXISTENCE**

The effective date of this incorporation shall be October 29<sup>th</sup>, 2019. This Corporation shall have perpetual existence, unless sooner dissolved according to law, and its existence shall commence on October 29<sup>th</sup>, 2019 as reflected in the Certificate of Incorporation issued by the Secretary of State of Florida on October 29<sup>th</sup>, 2019.

**ARTICLE III**

**NATURE OF BUSINESS**

The general purposes for which this Corporation is organized are the following:

- A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of this Corporation or necessary or desirable in order to accomplish them.

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#### **ARTICLE IV**

##### **INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business shall be determined in the sole discretion of the Incorporator and/or the Board of Directors.

#### **ARTICLE V**

##### **CAPITAL STOCK**

The aggregate number of shares which this Corporation is authorized to issue is ONE THOUSAND (1000) shares of common stock. Such shares shall be of a single class and shall have a ONE DOLLAR (\$1.00) value per share.

#### **ARTICLE VI**

##### **SPECIAL PROVISION - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE VII**

##### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be located at 1153 Stallion Drive, Loxahatchee, FL 33470 or at such other place of business as may be determined and fixed by the Board of Directors from time to time.

#### **ARTICLE VIII**

##### **INDEBTEDNESS**

The outstanding indebtedness of this Corporation shall be unlimited.

#### **ARTICLE IX**

##### **DIRECTORS and OFFICERS**

The number of director of this Corporation shall be not less than one (1) nor more than five (5) as may be provided for in the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof. The names and post office addresses of the first

member(s) of the Board of Directors, who, subject to the provision of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of this Corporation's existence or until their successors are chosen and elected, are as follows:

<u>Name</u>	<u>Address</u>
Michael K. Newkirk	1153 Stallion Drive, Loxahatchee, FL 33470

In conformity with the Bylaws of the Corporation, the Board of Directors may elect one (1) or more officers of the Corporation to serve at the discretion of the Board. Effective October 29<sup>th</sup>, 2019, the names and post office addresses of the current officer(s), who, subject to the provision of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of this Corporation's existence or until their successors are chosen and elected, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Michael K. Newkirk	1153 Stallion Drive, Loxahatchee, FL 33470	President

## ARTICLE X

### CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided the fact that s/he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or Officer who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if were not such a Director or Officer of such other Corporation or not so interested.

**ARTICLE XI**

**AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Article of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

**ARTICLE XII**

**REGISTERED AGENT**


Effective October 29th, 2019, the Directors have agreed that Michael K. Newkirk shall continue to be designated as Registered Agent of this Corporation. His address as Registered Agent is 1153 Stallion Drive, Loxahatchee, FL 33470 .

**SECOND:** The foregoing Amendment and Restatement of the Articles of Incorporation does not provide for nor require an exchange, reclassification or cancellation of issued shares.

**THIRD:** The foregoing amendment and restatement of the Articles of Incorporation was adopted by the Directors and approved by with unanimous consent of the shareholders of the corporation on January 23, 2020.

**FOURTH:** The foregoing Amended and Restated Articles of Incorporation supercede the original articles of incorporation and all amendments to them filed prior to this date.


Signed on January 23, 2020:

  
Michael K. Newkirk as President/ Sole Director  
1153 Stallion Drive, Loxahatchee, FL 33470

**ACKNOWLEDGMENT AND  
ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named as Registered Agent for **ADVANCED BREEDING CONCEPTS, INC.**, as set forth in the foregoing Amended and Restated Articles of Incorporation, does hereby agree to act in this capacity and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of Registered Agent pursuant to F.S. 607.0501(3), and is familiar with and accepts all such obligations associated with this position.

DATED this 23<sup>rd</sup> day of January, 2020

  
Michael K. Newkirk as Registered Agent  
1153 Stallion Drive, Loxahatchee, FL 33470