

P20000069020

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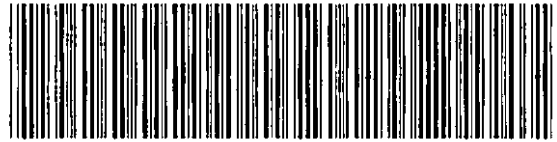
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# CT CORP

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Name:	FOOD FLEET INC.
Document #:	
Order #:	14746643 - 1

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

2023 JAN 25 AM 11:11

OF  
FOOD FLEET INC.

January 26, 2023

Pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act"), Food Fleet Inc (the "**Corporation**") does hereby certify, for the purpose of filing these Amended and Restated Articles of Incorporation of the Corporation (these "**Amended and Restated Articles of Incorporation**") with the Department of State of the State of Florida (the "**Department of State**"), that:

1. The name of the Corporation is Food Fleet Inc.
2. The Articles of Incorporation of the Corporation were originally filed with the Department of State on September 3, 2020 under Document Number P20000069020, (the "**Initial Articles**").
3. The Initial Articles are amended and restated in their entirety as set forth below (the "**Amended and Restated Articles of Incorporation**") in accordance with Sections 607.1006 and 607.1007 of the Act.
4. These Amended and Restated Articles of Incorporation have been duly adopted and approved by the shareholders and the Board of Directors of the Corporation by unanimous written consent dated January 25, 2023, in accordance with Section 607.1003 of the Act. The number of votes cast for the amendment and restatement was sufficient for approval. The Amended and Restated Articles of Incorporation are hereby adopted as follows:

ARTICLE 1  
NAME

The name of the Corporation is "Food Fleet Inc."

ARTICLE 2  
DURATION AND EXISTENCE

The Corporation shall exist perpetually.

**ARTICLE 3  
PURPOSE**

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**ARTICLE 4  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 20058 Ventura Boulevard, Suite 268, Woodland Hills, California 91364.

**ARTICLE 5  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock, no par value, that together shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE 6  
BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by or under the direction of the Corporation's board of directors, each of whose members shall have the qualifications, if any, set forth in the Corporation's bylaws. The number of directors, the classification of directors, if any, and the term of the directors shall be specified in the Corporation's bylaws.

Any vacancy occurring on the board of directors for any reason, including a vacancy resulting from an increase in the number of directors, may be filled only by the Corporation's shareholders then entitled to vote in an election of directors, and any directors so chosen shall hold office until the next election of the classes of the directors they have replaced and until their successors have been duly elected and qualified.

**ARTICLE 7**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation in Florida is 9990 SW 77<sup>th</sup> Avenue, Suite 311, Florida 33156. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**ARTICLE 8**  
**INDEMNIFICATION**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

**ARTICLE 9**  
**AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights herein conferred upon shareholders or directors are granted subject to this reservation.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned have executed these Articles as of the date first set forth above.

**FOOD FLEET INC.**

By: /s/ Jeffrey Mora  
Name: Jeffrey Mora  
Title: Chief Executive Officer

*Signature Page to Amended & Restated Articles of Incorporation*