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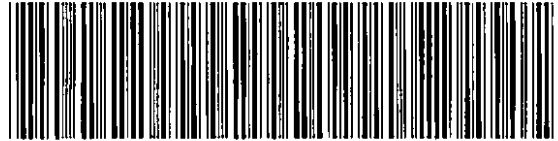
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**DATE: 05/19/22**

**NAME: ALPINE FRESH HOLDING CORPORATION**

**TYPE OF FILING: ARTICLES**

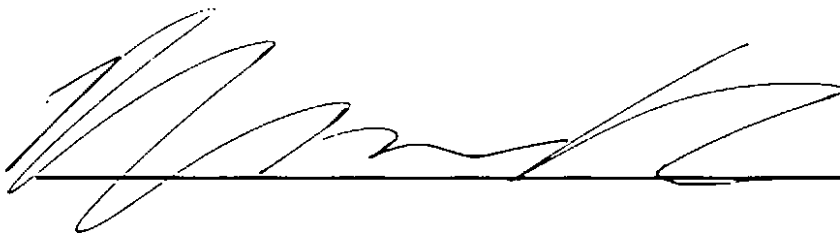
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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



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**ARTICLES OF INCORPORATION  
OF  
ALPINE FRESH HOLDING CORPORATION**

**2022 MAY 19 PM 3:05**

**SECRETARY OF STATE  
TALLAHASSEE, FL**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be Alpine Fresh Holding Corporation (the "Corporation").

**ARTICLE II: INITIAL PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 9300 NW 58 Street, Suite 201, Miami, FL 33178.

**ARTICLE III: PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV: SHARES**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock, consisting of 500 shares of voting common stock with a par value of \$1.00 per share, which are designated as Class B Voting Stock, and 500 shares of non-voting common stock with a par value of \$1.00 per share, which are designated as Class A Non-Voting Stock.

**ARTICLE V: VOTING RIGHTS**

Except as otherwise required by law, the holders of the Class B Voting Stock shall possess exclusively all voting power, and each holder of Class B Voting Stock shall have one vote in respect to each share held of record on the books of the Corporation on all matters submitted to a vote of the shareholders of the Corporation. Except as otherwise required by law, shares of Class A Non-Voting Stock shall be non-voting; provided that so long as any shares of Class A Non-Voting Stock are outstanding, the Corporation shall not, without the written consent of a majority of the outstanding shares of Class A Non-Voting Stock or the affirmative vote of holders of a majority of the outstanding shares of Class A Non-Voting stock at a meeting of the holders of Class A Non-Voting Stock duly called for such a purpose, amend, alter or repeal (by merger, consolidation, combination, reclassification or otherwise) these Articles of Incorporation or the Corporation's bylaws so as to adversely affect (disproportionately relative to the Class B Voting Stock) the preferences, rights or powers of the Class A Non-Voting Stock.

Except as otherwise provided herein, Class A Non-Voting Stock shall in all other respects carry the same rights and privileges as Class B Voting Stock (including in respective dividends and in respective distributions upon any dissolution, liquidation or winding up of the corporation) and be treated the same as Class B Voting Stock (including any merger, consolidation, share exchange, reclassification or similar transaction); provided that, if the Corporation shall in any manner split, subdivide or combine (including by way of a dividend

payable in shares of Class B Voting Stock or Class A Non-Voting Stock) the outstanding shares of Class B Voting Stock or Class A Non-Voting Stock, the outstanding shares of the other such class of stock shall likewise be split, subdivided or combined in the same manner proportionately and on the same basis per share, and provided further, no dividend payable in Class B Voting Stock shall be declared on the Class A Non-Voting Stock and no dividends payable in Class A Non-Voting Stock shall be declared on the Class B Voting Stock, but instead, in the case of a stock dividend, each such class of common stock shall receive such dividend in like stock. Notwithstanding the foregoing, and in addition to any other vote required by law, the affirmative vote of a majority of the outstanding shares of Class A Non-Voting Stock, voting separately as a class, shall be required to amend, alter or repeal (Including by merger, consolidation or otherwise) any provision of these Articles of Incorporation that significantly and adversely affects the powers, preferences or rights of the Class A Non-Voting Stock contained herein.

#### **ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights for shareholders pursuant to the provisions of Section 607.0630(2) of the FBCA.

#### **ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301. The name of the initial registered agent of the Corporation at that office is Corporation Service Company.

#### **ARTICLE VIII: INCORPORATOR**

The name and street address of the Corporation's incorporator is:

Mark R. Mohler

3520 Poseidon Way

Indialantic, FL 32903

#### **ARTICLE IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article IX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

**ARTICLE X: EFFECTIVE DATE AND TIME**


The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Tabatha Miller, Asst VP  
Required Signature/Registered Agent

5/11/2022  
Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

  
Mark R. Mohler, Incorporator

5/11/2022  
Date

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**SECRETARY OF STATE**  
**TALLAHASSEE, FL**