

P23000086662

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

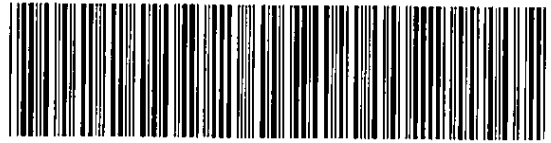
(Business Entity Name)

(Document Number)

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200421347652

Amended &  
Restated  
Articles

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2024 FEB 28 PM 2:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

2024 FEB 28 AM 9:28

A. RAMSEY

MAR 4 2024

\*02250, 00524, 00671

Incorporating Services, Ltd.

1540 Glenway Drive  
Tallahassee, FL 32301  
850.656.7956  
Fax: 850.656.7953  
www.incserv.com



**ORDER FORM**

**TO** Florida Department of State  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
Tallahassee, FL 32303  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Moreau  
850.656.7953

**REQUEST DATE** 2/28/2024

**PRIORITY** Regular Approval

**OUR REF # (Order ID#)** 1233310

**ORDER ENTITY**

FARM-ED INC.

**PLEASE PERFORM THE FOLLOWING SERVICES:**

FARM-ED INC. (FL)

File the attached restated document and provide a certified copy.

**NOTES:**

\$43.75 Authorized

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to be "WJ" or similar, written over a horizontal line.

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 29, 2024

INCORPORATING SERVICES, LTD-INCSERV

TALLAHASSEE, FL 32301

SUBJECT: FARM-ED INC  
Ref. Number: P23000086662

*Please honor the  
original submission date  
as the file date. Thanks! :)*

We have received your document for FARM-ED INC and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Please include the date of adoption of the amended and restated articles by the shareholders.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
OPS

Letter Number: 624A00004462

*Please honor the  
original submission date  
as the file date. Thanks! :)*

TALLAHASSEE, FLORIDA

2024 MAR -1 AM 10:51

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF  
FARM-ED INC.  
A Florida Corporation

FILED

2024 FEB 28 AM 9:28

STATE OF FLORIDA  
CLERK OF THE CIRCUIT COURT

Farm-Ed Inc. (the "**Corporation**"), a corporation incorporated under the Florida Business Corporation Act (the "**FBCA**") by Articles of Incorporation filed in with the Secretary of State of the State of Florida on December 19, 2023 with an effective date of December 15, 2023 (the "**Original Articles**"), by these Amended and Restated Articles of Incorporation (these "**Restated Articles**") amends and restates the Original Articles in their entirety so as to read in their entirety as set forth Articles I through VII below.

These Restated Articles have been approved by the Board of Directors of the Corporation and by the shareholders of the Corporation in accordance with the FBCA on February 13, 2024.

**ARTICLE I**  
**NAME**

The name of the corporation is Farm-Ed Inc. (the "**Corporation**").

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The Corporation's principal place of business is 1214 W Cass Street, Tampa, FL 33606. The Corporation's mailing address is 1214 W Cass Street, Tampa, FL 33606.

**ARTICLE III**  
**CAPITAL STOCK**

The total number of shares of stock this Corporation is authorized to issue shall be: (i) One Hundred Million (100,000,000) shares of Common Stock, par value \$0.0001 per share ("**Common Stock**"); and (ii) Ten Million (10,000,000) shares of Preferred Stock, par value \$0.0001 per share ("**Preferred Stock**"). The Preferred Stock may be issued authorized and issued by the Board of Directors in or more separate series, each such series having the rights, preferences, powers, privileges, qualifications, limitations, and restrictions as provided by Certificate of Designation authorized and adopted by the Board of Directors of the Corporation and filed with the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act (the "**FBCA**").

**ARTICLE IV**  
**DIRECTORS**

The number of directors comprising the full Board of Directors of the Corporation shall be as fixed or provided in the Bylaws of the Corporation, *provided that* that at no time shall there be less than one director.

**ARTICLE V**  
**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the FBCA.

**ARTICLE VI**  
**DIRECTORS' AND OFFICERS' LIABILITY**

The individual liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by the FBCA, as the same may be amended and supplemented. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

## **ARTICLE VII** **INDEMNITY**

*7.01 Indemnification.* Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Florida from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article.

*7.02 Bylaw Provisions.* Without limiting the application of the foregoing, the board of directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Florida, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprises against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

*7.03 Continuation.* The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

**IN WITNESS WHEREOF**, the undersigned has executed these Restated Articles as of February 14, 2024.

Dated: Feb. 14, 2024

By: Garyn Angel

Name: Garyn Angel

Title: Chief Executive Officer.