

P24000058629

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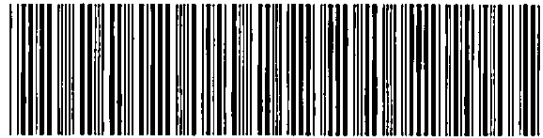
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2024 NOV 15 PM 1:18

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PASTIFICIO BOLOGNESE USA INC

DOCUMENT NUMBER: P24000058629

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

VIVIAN ARCE

Name of Contact Person

ARCE ACCOUNTANT SERVICES INC

Firm/ Company

8742 NW 110 LANE

Address

HIALEAH GARDENS, FL 33018

City/ State and Zip Code

VIVIAN.ARCE@YAHOO.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

VIVIAN ARCE

at (305)

2062159

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

PASTIFICIO BOLOGNESE USA INC

FILED
2024 NOV 15 PM 1:19

(Name of Corporation as currently filed with the Florida Dept. of State)

P24000058629

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>Change</u>	<u>V</u>	<u>SOCIETA ALIMENTARI ITALIAN</u>	<u>VIA DI SAN BASILIO, 41</u>
<u>X</u> Add			<u>00187 ROMA IT</u>
<u>Remove</u>			
2) <u>Change</u>	<u>CEO</u>	<u>ZYP LOGISTICS & INTERNATION</u>	<u>669 NW 151 AVE</u>
<u>X</u> Add			<u>PEMBROKE PINE, FL 33028</u>
<u>Remove</u>			
3) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
4) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
5) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
6) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

WE HAVE INCORPORATED TWO OFFICERS.

1- C.E.O. IS THE COMPANY, ZYP LOGISTICS & INTERNATIONAL TRADE, INC.

2- VICE PRESIDENT IS THE COMPANY, SOCIETA ALIMENTARI ITALIANA S.P.A. .

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

NOVEMBER 6, 2024

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: NOVEMBER 6 2024

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by 2 _____."
(voting group)

Dated 11/06/2024 _____

Signature Egidio Caruso
Egidio Caruso [Nov 7, 2024 15:55 EST]
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

EGIDIO JOSE CARUSO COMPANY ZYP LOGISTICS & INTERNATIONAL TRADE

(Typed or printed name of person signing)

C.E.O.

(Title of person signing)

Articles of Amendment
to
Articles of Incorporation
of

PASTIFICIO BOLOGNESE USA INC

FILED
2024 NOV 15 PM 1:25

(Name of Corporation as currently filed with the Florida Dept. of State)

P24000058629

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

Florida

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

(Attach additional sheets, if necessary)

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Example:

X Add	SV	Sally Smith
-------	----	-------------

Address

_____ Remove

 Remove

____ Remove

Remove

 Remove

Remove

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

WE HAVE INCORPORATED TWO OFFICERS.

1- C.E.O. IS THE COMPANY, ZYP LOGISTICS & INTERNATIONAL TRADE, INC.

2- VICE PRESIDENT IS THE COMPANY, SOCIETA ALIMENTARI ITALIANA S.P.A. .

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

The date of each amendment(s) adoption: NOVEMBER 6, 2024, if other than the date this document was signed.

Effective date if applicable: NOVEMBER 6 2024
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval
by 2."
(voting group)

Dated 11/06/2024

Signature Egidio Caruso
Egidio Caruso (Nov 7, 2024 16:55 EST)
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

EGIDIO JOSE CARUSO COMPANY ZYP LOGISTICS & INTERNATIONAL TRADE

(Typed or printed name of person signing)

C.E.O.

(Title of person signing)

Translation from Italian

REGISTRATION NO. 73085 COLLECTION NO. 20211
MINUTES OF MEETING
THE ITALIAN REPUBLIC

Seal with the coat of arms of
the Italian Republic
Dr. Andrea Sacchetti Notary
in Rome
Via Rabirio no. 1
06 3232777 - 06 3214050
fax

During the year twothousandtwentyfour, on the thirtieth day of the month
of April, in Rome, in my office, at seventeen o'clock (h.17) on April 30,
2024

Before me, Andrea Sacchetti, Notary in Rome, with office address in Via
Rabirio no. 1, registered in the Register of United Notary Districts of Rome,
Velletri and Civitavecchia,

appeared Mr:

- MANGANELLO Mirko, born in Turin (TO) on February 14, 1976, residing
for the purpose of carrying out his duties as hereinbelow indicated, who
intervenes in this deed in his capacity as Sole Director and Legal
Representative of:

- "SOCIETA' ALIMENTARI ITALIANA S.R.L.", with registered office in
Rome (RM); 41, Via Di San Basilio, share capital Eur 110,000.00
(onehundredten thousand point zero zero), fully paid-up, tax identification
number and number of order with the Trade Register of Rome:
01924440496, VAT number 01924440496, no with the Economic and
Administrative Register (Rea) 1681968, of Italian nationality.

I, the Notary Public, am certain of the personal identity of the aforesaid
appeared persons.

Mr. MANGANELLO Mirko, in the above stated capacity, asks me to receive
the Minutes of the Meeting of the said Company, convened in this place,
day and hour, in order to deliberate and discuss the following

AGENDA

- 1) The approval of the statement of assets and liabilities as on December
31, 2023.
- 2) The change of the Company's activity scope.
- 3) The transformation of the Company from its current form of limited
liability company into a joint-stock company; related and consequent
decisions.
- 4) Capital increase against payment from Eur 110,000.00
(onehundredten thousand point zero zero) to Eur 500,000.00
(fivehundredthousand point zero zero), to be offered as an option to
shareholders pro quota with the participation owned by each of them,
without surcharge.

Pursuant to Article 19 of the Memorandum of Association, the person who
appeared takes over the role of Chairman, as Sole Director, and ascertains:

- that 66.66% (sixtysix point sixtysix per cent) of the share capital is
personally present, brought as follows:

* Eur 73,326.00 (seventythree thousand threehundredtwenty six point zero
zero), by the Company incorporated under the laws of the Czech Republic

- "MELION CAPITAL S.R.O.", with registered off
(EE), Prague, Vinohrady, Máchova no. 439/27, has
Italy, Rome (RM), Via di San Basilio no. 41, I
Number no. 96542680580, represented by

REGISTERED IN
ROME 3
on 03/05/2024
under NO. 9041
SERIES 1T
EURO € 200.00

Digitally signed by
ANDREA SACCHETTI

C: IT

O: NOTARY DISTRICT OF ROME:

02126441001

Seal with the
coat of arms
of the Italian
Republic

We do not file

minutes

Please keep these
with your docs

Mr. CERETTA Giovanni, born in Riva Presso Chieri (TO) on March 30, 1960, in his capacity as Chief Executive Officer of the company, with the powers vested in him by the Memorandum of Association in force;

- that is present the Sole Director of the company "SOCIETA' ALIMENTARI ITALIANA S.R.L." in the person of the same Chairman, having the identification data indicated above,
- that the legal conditions for the compulsory appointment of the Control Body do not exist,
- that nobody opposes the discussion of the items on the agenda, with regard to which everyone declares to be sufficiently informed, all as per the attendance sheet that will remain filed in the Company's records.

The Chairman declares then this Meeting validly established, pursuant to Art. 19.4, and therefore able to decide regarding the issues on the agenda, the various points of which are discussed together for uniformity and clarity of presentation purposes.

The Chairman highlights that is appropriate, considering also the latest operational requirements, to transform the Company from its current form of limited liability company into a joint-stock company, under the new name of "Società Alimentari Italiana - Società per Azioni" in brief, also "S.A.I. S.P.A.".

On this occasion, the chairman points out also the need to amend the memorandum of association of the company regarding the changes resulting from the proposed transformation into a joint-stock company; he therefore submits and illustrates to the meeting the new text of the memorandum of association, amended as a result of the transformation that the meeting shall decide, with particular reference to the allocation of the capital into shares and no longer into equity shares and to the manners of the transfer of the shares, to the rules regarding the establishment and the validity of the shareholders meeting's resolutions, to the provision of a traditional system of administration and control, to the rules of operation of the administrative body, to the compulsory appointment of the board of auditors, without prejudice to the registered office, duration and amount of the share capital, and with the adoption of the new name "Società Alimentari Italiana - Società per Azioni", in brief also "S.A.I. S.P.A.".

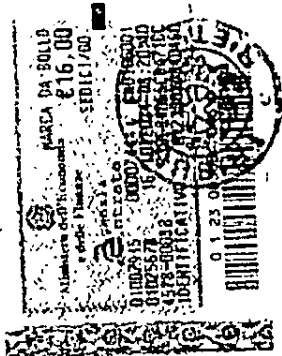
Finally, the Chairman communicates that, should the meeting decide favourable regarding the proposal of transformation, it shall be proceeded to the appointment of the board of auditors.

The Chairman points out to the meeting that the share capital of EUR 110,000.00 (one hundred thousand point zero zero) is fully subscribed, paid-up and existent and that there are no reasons for preventing the proposed transformation, as it results from the Statement of assets and liabilities, updated as on December 31, 2023.

which is attached to this document, under letter "A", and which I have omitted read as a result of the due to the express exemption to this purpose received from the appearer.

Concerning the transformation operation subject to the resolution, he highlights:

- that the share capital of EUR 110,000.00 (onehundredtenthousand point zero zero) would be divided into 220,000.00 (twohundredtwentythousand point zero zero) registered shares with a nominal value of EUR 0.50 (zero point-fifty) each, pursuant to Art. 4 of the adopted Memorandum of Association,
- each shareholder would be assigned a number of shares pro rata with the part of share capital already held;
- the shares would grant their holders equal rights;
- the aforementioned capital would be assumed and subscribed by the shareholders according to the pro rata indicated above,
- only the profit actually earned and resulting from the duly approved balance sheet would be distributed;
- the profit would be distributed based on and complying with the provisions of Art. 2433 of the Civil Code, after deducting the legal reserve to the extent provided for in Art.2430 of the Civil Code;
- there would be no statutory reserves in addition to the legal reserve;
- the Meeting approving the Balance Sheet may set aside a part or all of the distributable profit into extraordinary reserve funds;
- since there would be no savings shares, or in any case preference shares, nor fixed percentages of participation to the profit in favour of the employees, of the shareholders or of the Directors, the profits would be allocated among the shareholders pro rata with the shareholding held by each;
- each share would give the right to one vote;
- the meeting would be validly established and would decide with the majorities referred to in Art. 2368 and 2369 of the Civil Code, since the Memorandum of Association to be adopted does not provide for higher majorities;
- the Board of Auditors would be appointed for a term of three years, made up by standing members and by two alternate auditors,
- given that the Company does not currently use the venture capital market, the accounting control would be exercised by the Board of Board of Auditors, as established above and made-up entirely of Auditors registered with the Register established at the Ministry of Justice;
- the transformation would take effect from the last of the publicity requirements, as indicated in art.2500, paragraph 2 of the Civil Code;
- finally, pointing out that, since the new Memorandum of Association refers to a Company that is not included



among those referred to at art. 2325-bis of the c.c., are not applicable the legal provisions and the provisions of the civil code specifically designated for those Companies that use the venture capital market and that, in case the Company intended to use the venture capital market, the related amendments will have to be included in this Memorandum of Association, based on a resolution of the extraordinary meeting:

Moving on to the discussion of the third point of the agenda, the Chairman illustrates the reasons why it is deemed appropriate to integrate and to better specify the activities currently indicated in the activity scope, without prejudice to the core business dedicated to the food sector, as follows

- a) the production and trade of food with particular reference to pasta, bakery products and products from the milling industry, including alcoholic and non-alcoholic beverages, grains, seeds, plant varieties, agricultural products and dietary products;
- b) the production and trade of by-products obtained from the processing of common wheat;
- c) the production and trade of durum wheat flour, durum wheat groats, durum wheat middlings, durum wheat germ and cubes;
- d) the trade of clothing items and of promotional objects in general;
- e) the distribution, warehousing, transport and delivery of foodstuffs on its own account and on behalf of S.A.I. Group companies in particular;
- f) the obtaining, purchase, assignment and use of patents and of manufacturing processes related to food products;
- g) the mixed cultivation of cereals and of other arable crops;
- h) the acquisition of shareholdings in financial, industrial and commercial companies having an activity scope similar or related to its own or even without a similar or related activity scope, when such activity is not prevalent and in any case falls within the limits of art. 2361 of the Civil Code;
- i) the provision of treasury and current account relations services with the S.A.I. Group Companies;
- l) the carrying out of any act inherent and consequent to the performance and to the successful completion of its own operations, and in general of its own activity, not excluding the sale and purchase of real estate. The company may also undertake representations of industries and businesses similar or related to its own. Moreover, in full compliance with the legislation in force from time to time, in a non-prevailing manner and only insofar as instrumental to the achievement of the corporate purpose, it may grant guarantees, endorsements, collaterals and sureties, including in favour of third parties.

The following are excluded from the activity scope:

- the reserved professional activity, as well as any activity for which the law requires the issuance of a prior authorisation and, in particular, the exercise of the activity referred to in the Legislative Decree no. 58 as of February 24, 1998 (professional securities brokerage, with respect to the public);

- the mobilisation of public savings, pursuant to article 18 of Law no. 216 as of June 7, 1974, further amended."

Turning to the discussion of the fourth point on the agenda, the Chairman presents to the Meeting the reasons why it would be useful to further strengthen the company taking into consideration new initiatives.

To this end, he reads out once again the statement of assets and liabilities updated as at December 31, 2023, as attached above, out of which it turns out that the share capital is fully paid-up and existing and that none of the conditions set out by art. 2446 and 2447 of the c.c. apply.

Therefore, it is possible to proceed to an increase a share capital increase by issuing new shareholdings with a nominal value of eur 390,000.00 (threehundredninetythousand point zero zero), to be offered to the shareholders pro rata with their participation, complying with the right of first refusal, pursuant to art. 2441, first paragraph of the Civil Code, without surcharge.

Given anyhow the need to collect new resources, the Chairman proposes to provide the divisibility of the capital increase, therefore, pursuant to art. 2439, second paragraph of the c.c., even if it was not fully subscribed within the time limit set in the resolution, the subscriptions collected up to that point may be added to the capital.

After extensive discussion and after all shareholders have declared to agree without reserves with the Chairman's proposals

the meeting,

based on the consent expressed by each participant, resolves

1)

- to approve the statement of assets and liabilities as on December 31, 2023;

- to transform the Company from its current form of a limited liability company into a joint-stock company, with effect from the last publicity liability, pursuant to Art. 2500, paragraph 2 of the Civil Code;

- The share capital of Eur 110,000.00 (onehundredtenthousand point zero zero) is divided into a number of 220,000.00 (twohundredtwentythousand point zero zero) ordinary shares with a nominal value of Eur 0.50 (zero point fifty)