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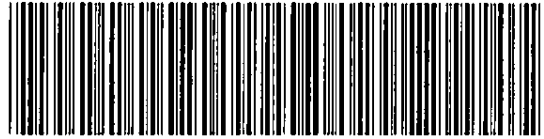
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PLEASE RESPOND TO WOODCLIFF LAKE OFFICE

March 26, 2025

Letter sent via FedEx:
Florida Department of State
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street
Suite 810
Tallahassee, FL 32303

RE: ORLANDO FOODS FLORIDA, INC.
Amended and Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an executed Amended and Restated Articles of Incorporation for Orlando Foods Florida, Inc. submitted for filing, together with the filing fee.

Please return the filing receipt and certified copy of the Amended and Restated Articles of Incorporation in the pre-paid return FedEx envelope provided. Thank you.

Very truly yours,

PRICE MEESE SHULMAN & D'ARMINIO, P.C.

Renata Casella

Renata Casella
Email: rcasella@pricemeese.com

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORLANDO FOODS FLORIDA, INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Act"), Orlando Foods Florida, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on December 11, 2024, effective December 11, 2024 (and were assigned Document Number P24000074712), hereby amends and restates its Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is ORLANDO FOODS FLORIDA, INC.

ARTICLE II

The principal place of business address is:

5811 PELICAN BAY BOULEVARD
SUITE 205
NAPLES, FLORIDA 34108

The mailing address of the Corporation is:

5811 PELICAN BAY BOULEVARD
SUITE 205
NAPLES, FLORIDA 34108

ARTICLE III

The purpose for which this Corporation is organized is:

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue is:

One Hundred (100) shares of Class A Voting Common Stock with no par or stated value, and Nine Thousand Nine Hundred (9,900) shares of Class B Non-Voting Common Stock with no par or stated value.

The designations, preferences, privileges, voting powers, and the restrictions, limitations, and qualifications of the various classes of Stock with the Corporation is authorized to issue are as follows:

- (i) Except as herein specifically provided and except as otherwise expressly provided by the laws of the State of Florida, the holders of the Class B Non-Voting Common Stock shall possess no voting power and shall not have the right to participate in any meetings of the shareholders or to have notice thereof, and the holders of the Class A Voting Common Stock shall exclusively possess the voting power of the Corporation.
- (ii) Dividends upon the Class A Voting Common Stock and the Class B Non-Voting Common Stock may be declared by the Board of Directors out of available assets. The payment or setting apart of such dividends, on a per share basis, shall be made equally to the holders of the Class A Voting Common Stock and the Class B Non-Voting Common Stock without any distinction being made for this purpose based on the designation of the Shares as Class A Voting Common Stock or Class B Non-Voting Common Stock.
- (iii) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Voting Common Stock and the holders of the Class B Non-Voting Common Stock shall be entitled to receive and to be paid, share and share alike, ratably according to the number of shares held, all the assets of the Corporation without any distinction being made for this purpose based upon the designation of the Stock as Class A Voting Common Stock or Class B Non-Voting Common Stock.
- (iv) The consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed a liquidation, dissolution or winding up of the Corporation.
- (v) No holder of any of the shares of the capital Stock of any class shall be entitled as of right to purchase or subscribe for any unissued Stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital Stock of the Corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into Stock of the Corporation or carrying any right to purchase Stock of any class, but any such unissued Stock or such additional authorized issue of any Stock or of other securities convertible into Stock, or carrying any right to purchase Stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors.

- (vi) The Corporation shall not sell, lease, convey, exchange, transfer, or otherwise dispose of all, or substantially all, of its property and assets without authorization by a resolution adopted by a majority of the members of the Board of Directors and by vote or written consent of shareholders owning a majority of the shares of Class A Voting Common Stock of the Corporation.

ARTICLE V

The name and Florida street address of the registered agent is:

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

The name of the Corporation's registered agent at that office is THERESA BUCK.

ARTICLE VI

The name and address of the incorporator is:

RENATA CASELLA
PRICE, MEESE, SHULMAN & D'ARMINIO, P.C.
50 TICE BOULEVARD, SUITE 330
WOODCLIFF LAKE, NJ 07677

ARTICLE VII

The number of directors constituting the Board of Directors shall be two (2) and the names and addresses of the Directors are as follows:

Title: President
FREDERICK MORTATI
568 Tierra Mar Lane
Naples, FL 34108

Title: Vice President, Secretary, Treasurer
CARLO E. ORLANDO
2898 Aviamar Circle
Naples, FL 34114

ARTICLE VIII

This amendment and restatement of the Articles of Incorporation of the Corporation has been duly adopted by written consents executed by the holders of not less than a majority of the voting power of the outstanding capital stock of, and all the members of the Board of Directors of,

the Corporation effective as of December 11, 2024, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of the Amended and Restated Articles of Incorporation.

**ARTICLE IX
AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

[Signatures Follow]

IN WITNESS WHEREOF, ORLANDO FOODS FLORIDA, INC., has caused this Amended and Restated Articles of Incorporation to be effective as of the 11th day of December, 2024.

ORLANDO FOODS FLORIDA, INC.

DocuSigned by:

Frederick Mortati

FREDERICK MORTATI, President

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