

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072-0000032

REFERENCE : 600514 8955A

AUTHORIZATION : *Patricia Pizub*

COST LIMIT : \$ 70.00

ORDER DATE : May 17, 1995

ORDER TIME : 12:55 PM

ORDER NO. : 600514

CUSTOMER NO: 8955A

CUSTOMER: Robert D. Royston Jr., Esq
ROBERT D. ROYSTON JR., ESQ

Suite 101
12670 New Brittany Boulevard
Ft. Myers, FL 33907

DOMESTIC FILING

NAME: FRESCO FOODS, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

T. BROWN MAY 18 1995

FILED
RECEIVED 95 MAY 17 AM 9:04
95 MAY 17 PM 2:00 SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

300001492153

ARTICLES OF INCORPORATION
OF
FRESCO FOODS, INC.

FILED
95 MAY 17 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FRESCO FOODS, INC.

The address of the principal office of this corporation shall be, 12670 New Brittany Boulevard, Suite 101, Ft. Myers, Florida 33907, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12670 New Brittany Boulevard, Suite 101, Ft. Myers, Florida 33907, and the name of the initial registered agent of the corporation at that address Robert D. Royston, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Kenneth R. Baldrige	c/o The Baldrige Co.
Dir.	12813 Flushing Meadow Drive
	Suite 200
	St. Louis, Missouri 63131

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on May 17, 1995.

CORPORATION SERVICE COMPANY

By: 

its Agent, Karen B. Rozar

KBR/dks

FILED
95 MAY 17 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

ROBERT D. ROYSTON, JR., an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

Fresco Foods, Inc. is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed name: ROBERT D. ROYSTON, JR.

P95000039302



ACCOUNT NO. : 072100000032

REFERENCE : 632940 8955A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

FILED
95 JUL -6 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 6, 1995

ORDER TIME : 10:06 AM

ORDER NO. : 632940

CUSTOMER NO: 8955A

600001530666
-07/06/95--01018--035
*****35.00 *****35.00

CUSTOMER: Robert D. Royston Jr., Esq
Robert D. Royston Jr., Esq
Suite 101
12670 New Brittany Boulevard
Ft. Myers, FL 33907

DOMESTIC AMENDMENT FILING

NAME: FRESCO FOODS, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

RECEIVED
95 JUL -6 AM 10:48
DIVISION OF CORPORATION

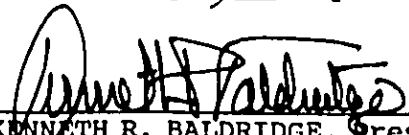
Handwritten signature/initials

FRESCO FOODS, INC.
AMENDMENT TO ARTICLES OF INCORPORATION

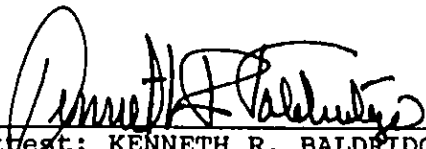
Pursuant to Florida Statutes, Section 607.1003 and 607.1006, FRESCO FOODS, INC., files the following amendment the its Articles of Incorporation filed May 17, 1995, document number P95000039302.

1. TEXT OF AMENDMENT. The name of the corporation shall be changed to SANTA FE FOODS, INC.

2. DATE ADOPTED. The amendment was adopted by written consent signed by all of the directors and shareholders in and of FRESCO FOODS, INC., pursuant to Florida Statutes, Sections 607.0821, 607.0704 and 607.1003, dated the 5th day of July, 1995.



KENNETH R. BALDRIDGE, President
of Fresco Foods, Inc.

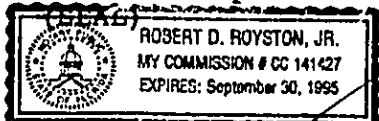


Attest: KENNETH R. BALDRIDGE,
Secretary of Fresco Foods, Inc.

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me the _____ day of July, 1995, by KENNETH R. BALDRIDGE, as President and Secretary of FRESCO FOODS, INC., a Florida corporation, on behalf of the corporation.

My Commission Expires:



Notary Public, State of Florida
ROBERT D. ROYSTON, JR.
(printed name of notary)

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

FILED
95 JUL - 6 PM 2:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FRESCO FOODS, INC.
ACTION BY WRITTEN CONSENT OF DIRECTORS AND STOCKHOLDERS

DATE: July 5, 1995


RE: Amendment of Articles of Incorporation (Name Change)

The undersigned, being all the directors and stockholders of FRESCO FOODS, INC., a Florida corporation, hereby consent to the taking of the following actions in writing, without meeting, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act:

RESOLVED, by the board of directors and stockholders of FRESCO FOODS, INC., that:

1. Change of Corporate Name. The corporate name shall be changed to SANTA FE FOODS, INC. and the President shall take all action necessary to accomplish the same, including the payment of attorneys fees and the costs of amending the Articles of Incorporation to effect the name change.

EXECUTED by the undersigned, as all of the Directors and Stockholders of FRESCO FOODS, INC., on this 5th day of July, 1995.


KENNETH R. BALDRIDGE, sole
stockholder and director