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Document Name  
Welton & Williamson, P.A.  
1078 S. Ferdon Blvd., Suite B  
Crestview, FL 32536

City/State/Zip

Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
98 JUN 11 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-16-98

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

RBP Meats, Inc.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

*See Amended Articles - attached*

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**SECOND:** 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, are as follows:

*See Amended Articles Attached*

**THIRD:** The date of each amendment's adoption: May 28, 1998

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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 \_\_\_\_\_"  
voting group

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

Signed this 8<sup>th</sup> day of June, 19 98

Signature

Kenneth Windsor

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Kenneth Windsor

Typed or printed name

President

Title

**FIRST AMENDMENT TO THE  
ARTICLES OF INCORPORATION**

of-

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***RBP MEATS, INC.***

*"A Pioneer meat packing company"*

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE**

**NAME**

The name of the corporation is:

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***RBP MEATS, INC.***

*"A Pioneer meat packing company"*

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**ARTICLE TWO**

**PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 5713 Seminole Drive, Crestview, Florida 32536. The mailing address of the corporation is 5713 Seminole Drive, Crestview, Florida 32536.

### ARTICLE THREE

#### CORPORATE DURATION

The duration of the corporation is perpetual.

### ARTICLE FOUR

#### PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of providing a service of being a pioneer in the meat packing industry.
2. To service farmers raising Beef, Pork and alternative livestock.
3. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
4. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

### ARTICLE FIVE

#### CAPITALIZATION

The aggregate number of Common shares which the corporation is authorized to issue is 100,000 shares. Such shares shall be of one class of Common shares.

### ARTICLE SIX

#### MANAGEMENT OF CORPORATION BY A BOARD OF DIRECTORS

There shall be elected a Board of Directors for the purpose of running the corporation, consisting of five directors who shall serve a three year term of office. The initial Directors named in these articles shall serve an initial term as indicated below:

Kenneth A. Windsor	A term of eight years
Marvin W. Sasser	A term of seven years
Jerry M. Mitchem	A term of seven years
B. N. Armstrong	A term of six years
Dennis C. Cooper	A term of six years

This will cause the election of directors to be staggered. Such Director or Directors shall be replaced as indicated in Article Five, Section Five.

## ARTICLE SEVEN

### POWERS TO AMEND ARTICLES OR ESTABLISH BY-LAWS

The power to adopt, alter, or amend or repeal the Articles of Incorporation shall be vested in the Board of Directors, by not less than unanimous vote of the existing board at the time of the proposed amendment, or by the Common shares by not less than 3/5th of the Common shares.

The power to adopt, alter, or amend or repeal the By-Laws shall be by not less than a majority of the Board of Directors or a majority of the Common Shares.

## ARTICLE EIGHT

### PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation, of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the same price it is offered to others. The provisions of this Article must be first subject to the rights of the incorporators as indicated in Article Ten.

## ARTICLE NINE

### ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation, or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting of such Shareholders, must be taken or considered by the respective authority, whether by the Board of Directors or the Shareholders at the annual or special meeting.

## ARTICLE TEN

### INCORPORATORS

The names of the persons signing these Articles of Incorporation are:

Kenneth A. Windsor  
Marvin W. Sasser  
Jerry M. Mitchem  
B. N. Armstrong  
Dennis C. Cooper

## ARTICLE ELEVEN

### INITIAL REGISTERED OFFICE AND AGENT

The initial office and registered agent of this corporation is as follows:

MARK WELTON & ASSOCIATES, P.A.  
1078 South Ferdon Blvd. Suite B  
Crestview, Florida 32536

## ARTICLE TWELVE

### RESTRICTION OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall contain a provision restricting the transfer of said shares which provides that shares held by any shareholders may not be resold or otherwise transferred to another person(s) or entity, unless such shares are first offered to this corporation or to the remaining shareholders, with the corporation having the first right of refusal. The price and terms at which and the time within which such shares may be offered and sold, shall be the book value as determined by the acting CPA of the corporation and the time shall be 60 days for purchase from the date the selling Shareholder gives written notice to the corporation and shareholders. Should the corporation or any Shareholder fail to meet the terms, within the time and price, after receiving written notice from the selling Shareholder, his/her/their failure shall be treated as a waiver of his/her/their first right of refusal.


## ARTICLE THIRTEEN

### AMENDMENTS

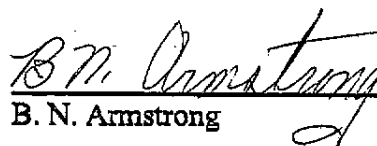
The Shareholders shall have the power to alter, amend, or repeal provisions of these articles as indicated in Article Eight.

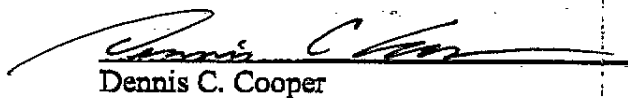
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 26 day of May, 1986.

  
Kenneth A. Windsor

  
Marvin W. Sasser

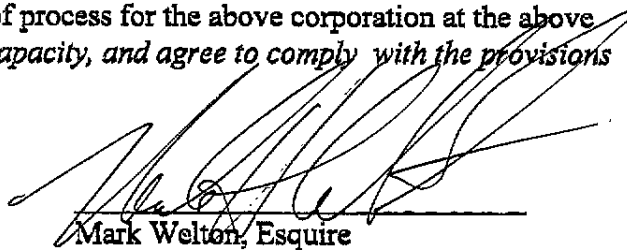
  
Jerry M. Mitchem

  
B. N. Armstrong

  
Dennis C. Cooper

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. *I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.*

  
Mark Welton, Esquire