

P97000106054

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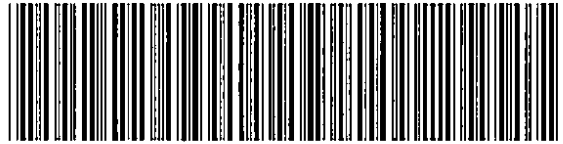
(Business Entity Name)

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DEC 14 2022

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 240921 82866A

AUTHORIZATION : 

COST LIMIT : \$ 25.00

ORDER DATE : December 13, 2022

ORDER TIME : 10:50 AM

ORDER NO. : 240921-005

CUSTOMER NO: 82866A

DOMESTIC AMENDMENT FILING

NAME: B & G SEED PROCESSORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Eyliena Baker -- EXT#

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**Articles of Amendment
to
Articles of Incorporation
of
B & G SEED PROCESSORS, INC.**

Document Number: P97000106054

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. AMENDING ARTICLES AS FOLLOWS:

The articles of incorporation of the Corporation are amended by deleting Article III in its entirety and inserting the following in lieu thereof:

ARTICLE III. Capital Stock

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

- (1) 10,000 shares of Class A voting common stock (Class A Shares);
- (2) 90,000 shares of Class B nonvoting common stock (Class B Shares).

The preferences, limitations, and relative rights of the shares of the Corporation are as follows:

- (1) Payment of declared dividends and any other distributions to holders of Class A Shares and Class B Shares shall be without discrimination or preference.
- (2) Class A Shares shall have full voting rights with the holders thereof entitled to one vote per share. Except as otherwise provided by law, none of the holders of Class B Shares shall have any voting rights for any purpose.
- (3) Each of the Class A Shares and the Class B Shares shall have equal rights in the assets of the Corporation upon liquidation.

B. EXCHANGE OF SHARES

Upon the filing of these articles of amendment, each outstanding share of the Corporation's stock (Existing Share), shall, without any action on the part of the shareholder or the Corporation, be deemed to have been converted to ten (10) Class A Shares and ninety (90) Class B Shares. All Existing Shares shall be deemed to have been canceled upon the filing of these articles of amendment. After the filing of these articles of amendment, the Corporation shall, upon receipt from a shareholder of properly

endorsed share certificates representing Existing Shares, issue to the shareholder certificates representing 10 Class A Shares and 90 Class B Shares in exchange for each Existing Share represented by the surrendered certificates.

D. ADOPTION OF AMENDMENTS

1. *Date of Adoption.* These amendments shall be deemed effective as of December 9, 2022.
2. *Shareholder Vote.* The number of votes cast for the amendments by the shareholders was sufficient for approval. Shareholders unanimously approved these amendments.

Dated: 12/9/2022

B & G SEED PROCESSORS, INC.

By: Corrie F. Bell, Jr.
CORRIE F. BELL, JR.,
Its President