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**To:**

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**From:**

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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** Joanna.Orr@berry.net

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SOUTHERN PACIFIC FARMING, INC.**

Certificate of Status	0
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
SOUTHERN PACIFIC FARMING, INC.**

**ARTICLE I. NAME**

The name of the corporation shall be Southern Pacific Farming, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal office and the mailing address of the corporation is 730 South A Street, Oxnard, California 93030.

**ARTICLE III. PURPOSE**

The purpose for which the corporation is organized is to conduct all lawful business.

**ARTICLE IV. SHARES**

The corporation is authorized to issue only one class of shares of stock. The corporation is authorized to issue 48 shares of Voting Common Stock and 4,752 shares of Non-Voting Common Stock. The rights, preferences, privileges and restrictions of Voting Common Stock and Non-Voting Common Stock shall be equal and identical in all respects except that, unless otherwise provided by law, the holders of shares of Voting Common Stock shall have and possess the exclusive voting rights and powers and the holders of Non-Voting Common Stock shall not be entitled to vote upon any matter of the corporation.

**ARTICLE V. OFFICERS AND/OR DIRECTORS**

The officers of the corporation are as follows:

Garland Reiter, President  
730 South A Street  
Oxnard, California 93030

David Mulder, Chief Financial Officer and Assistant Secretary  
730 South A Street  
Oxnard, California 93030

Hector Lujan, Executive Vice President  
730 South A Street  
Oxnard, California 93030

James Pingel, Vice President and Secretary  
730 South A Street  
Oxnard, California 93030

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Eric Reiter, Vice President  
730 South A Street  
Oxnard, California 93030

Daniel Balbas, Vice President  
730 South A Street  
Oxnard, California 93030

#### **ARTICLE VI. INDEMNIFICATION**

To the fullest extent permitted by law, a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any other law of the State of Florida is amended after approval by the shareholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing provisions of this Article VI by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of, or increase the liability of any director of the corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

#### **ARTICLE VII. REGISTERED AGENT**

The registered agent of the corporation is as follows:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

The Effective Date of these Amended and Restated Articles of Incorporation shall be the date of filing with the Florida Department of State.

These Amended and Restated Articles of Incorporation were adopted by the shareholders of the corporation. The number of votes cast by the shareholders was sufficient for approval.

Dated: November 2, 2016

  
James R. Pingel, Vice President

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