

V45093

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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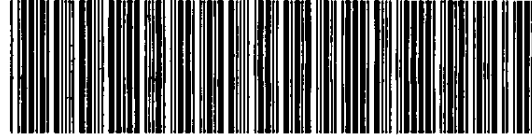
(Business Entity Name)

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APR 19 P 33

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APR 23 2018

T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: S.O.S. Food Lab, Inc.

DOCUMENT NUMBER: V45093

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alan M. Rauss

Name of Contact Person

Kohrman Jackson & Krantz LLP

Firm/ Company

1375 East Ninth Street - 29th Floor

Address

Cleveland, OH 44114

City/ State and Zip Code

amr@kjk.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alan M. Rauss at (216) 736-7221
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of
S.O.S. FOOD LAB, INC.

FILED

(Name of Corporation as currently filed with the Florida Dept. of State) **PSA 33**

V45093

(Document Number of Corporation (if known)) **ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED**

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. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

N/A

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: N/A, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>X</u> Change	<u>CD</u>	<u>Walter E. Rose</u>	<u>One Beach Drive SE</u>
<u> </u> Add			<u>Apartment 2206</u>
<u> </u> Remove			<u>St. Petersburg, FL 33701</u>
2) <u> </u> Change	<u>P</u>	<u>Ryan Allison</u>	<u>9399 N.W. 13th Street</u>
<u>X</u> Add			<u>Miami, FL 33172</u>
<u> </u> Remove			
3) <u>X</u> Change	<u>CEOD</u>	<u>Jessica R. Brack</u>	<u>106 Butterfield Court</u>
<u> </u> Add			<u>Chapel Hill, NC 27516</u>
<u> </u> Remove			
4) <u> </u> Change	<u>DTS</u>	<u>William E. Rose</u>	<u>16112 Lyntham Avenue</u>
<u>X</u> Add			<u>Odessa, FL 33556</u>
<u> </u> Remove			
5) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			

(Attach additional sheets, if necessary). (Be specific)

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(if not applicable, indicate N/A)

[illegible]

April 16, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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.

April 18, 2018
Dated _____

Signature Jessica R. Brack
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jessica R. Brack

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
S.O.S. FOOD LAB, INC.**

**ARTICLE I
NAME**

- 1.1 The name of the Corporation shall be S.O.S. Food Lab, Inc.

**ARTICLE II
PLACE**

- 2.1 The principal office of the Corporation shall be located at 9399 N.W. 13 Street, Miami, Florida 33172.

**ARTICLE III
PURPOSE**

- 3.1 The Corporation is formed for the purpose of engaging in any and all lawful acts or activities for which corporations may be formed under the laws of the United States of America and under the laws of the State of Florida, including the Florida Business Corporations Act.

- 3.2 The Corporation reserves the right at any time and from time to time to change its purposes in any manner that is permitted by statute or that has been authorized or approved by these Articles of Incorporation, if applicable. A properly approved or authorized change of purpose shall be binding and conclusive upon every shareholder of the Corporation, including shareholders who vote against the change. No shareholder shall be entitled to payment of the fair cash value of his shares due to a change in purpose of the Corporation.

- 3.3 Each purpose identified in this Article shall be deemed to be independent of all other purposes, and shall not be limited or restricted by any other clause or paragraph of these Articles of Incorporation.

**ARTICLE IV
SHARE STRUCTURE**

- 4.1 The authorized number of shares of stock the Corporation is authorized to issue and have outstanding at any one time is an aggregate of Three Million (3,000,000) Shares, and they shall be classified as follows:

Three Hundred (300) of the shares shall be Class A Voting Common Stock, par value \$1.00; and

Two Million Nine Hundred Ninety Nine Thousand Seven Hundred (2,999,700) of the shares shall be Class B Non-Voting Common Stock, par value \$1.00.

4.2 Each share of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be equal to every other share of Class A Voting Common Stock and Class B Non-Voting Common Stock, except that (i) the holders of shares of Class A Voting Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the shareholders of the Corporation, and (ii) unless otherwise expressly required by the Florida Business Corporation Act, the holders of shares of Class B Non-Voting Common Stock shall not be entitled to vote their shares of Class B Non-Voting Common Stock on matters presented to the shareholders.

ARTICLE V VOTE REQUIREMENT

5.1 Wherever the Florida Business Corporation Act (i) requires that action be taken upon affirmative vote of the holders of shares representing a stated percentage of the voting power of the Corporation, which percentage is greater than a simple majority, and (ii) allows the Corporation to provide, in its Articles of Incorporation or Bylaws, that such action may be taken upon the affirmative vote of a percentage of such voting power which is less than the percentage stated in the statute, this Corporation may take such action upon the affirmative vote of the holders of shares representing a majority of the voting power of the Corporation.

ARTICLE VI NO PRE-EMPTIVE RIGHTS

6.1 Except as otherwise expressly provided herein, no shareholder of the Corporation shall by reason of his or her holding shares of any class have any pre-emptive or preferential right to purchase or subscribe for any share of any series or class of the Corporation, now or hereafter authorized, or any note, debenture, bond or other security convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such share, or such note, debenture, bond or other security, would adversely affect the dividends or voting rights of such shareholder, and the Board of Directors may issue shares of any class of the Corporation, or any note, debenture, bond or other security convertible into or carrying options or warrants to purchase shares of any class, without offering any such share of any class, either in whole or in part, to the existing shareholders of any class; provided, however, that the Board of Directors may, in its discretion, grant such preferential subscription rights at such price and upon such other terms and conditions as it may determine.

ARTICLE VII EXISTENCE

7.1 The Corporation shall have perpetual existence.

ARTICLE VIII INDEMNIFICATION

8.1 To the maximum extent permitted under the Florida Business Corporation Act as it presently exists or may be amended in the future, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in, or in connection with, the defense or settlement of such action or suit actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, including any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and all appeals.

8.2 To the maximum extent permitted under the Florida Business Corporation Act as it presently exists or may be amended in the future, the Corporation shall pay all expenses (including attorneys' fees) actually and reasonably incurred by any person by reason of the fact that such person is or was an officer or director of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding (other than an action by the Corporation on its own behalf) upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that he is not entitled to be indemnified by the Corporation under the Florida Business Corporation Act.

8.3 The rights of indemnification granted pursuant to this Article shall not be exclusive of other indemnification rights, if any, granted to such person and shall inure to the benefit of the heirs and legal representatives of such person.

ARTICLE IX AMENDMENT OF BYLAWS

9.1 The Bylaws of the Corporation may be altered, amended or repealed, and new Bylaws may be adopted, by the vote or written consent of shareholders entitled to exercise a majority of the voting power of the Corporation; provided that such Bylaws as adopted or amended are not in conflict with law.