



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/18/2002	200232200186	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	3,700.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

SHUMAKER LOOP & KENDRICK
ATTN: JASON WOMACK
41 S. HIGH ST., #2210
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

331250

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
AVI FOOD SYSTEMS, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):

200232200186



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 15th day of November,
A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

Mail Form to one of the Following:

☐ Yes PO Box 1390
Columbus, OH 43216
*** Requires an additional fee of \$100 ***

☒ No PO Box 1028
Columbus, OH 43216

Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit
☒ Amended
(122-AMAP)

PLEASE READ INSTRUCTION
☐ Amendment
(125-AMDS)

(2) Domestic Non-Profit
☐ Amended
(126-AMAN)

☐ Amendment
(128-AMD)

Complete the general information in this section for the box checked above.

Name of Corporation AVI Food Systems, Inc.
Charter Number 331250
Name of Officer Anthony J. Payiavlas
Title President

☒ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☐ A meeting of the ☐ shareholders ☐ directors (*non-profit amended articles only*)

☐ members was duly called and held on _____
(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise _____ % as the voting power of the corporation.

☒ In a writing signed by all of the ☒ shareholders ☐ directors (*non-profit amended articles only*)

☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: See attached amended articles

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

(city, village or township)

(county)

THIRD: The purposes of the corporation are as follows:

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
(Does not apply to box (2))

REQUIRED

Must be authenticated
(signed) by an authorized
representative
(See Instructions)



Authorized Representative
Anthony J. Paylavas, President

November 14, 2002
Date

Authorized Representative

Date

Authorized Representative

Date

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AVI FOOD SYSTEMS, INC.

ARTICLE I
NAME

The name of the Corporation shall be AVI FOOD SYSTEMS, INC.

ARTICLE II
PRINCIPAL OFFICE

The place in the State of Ohio where the principal office of the Corporation is to be located is in the City of Warren, Trumbull County, Ohio.

ARTICLE III
STATEMENT OF PURPOSES

Section 1. General Purposes and Powers.

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which the Corporation may be formed under Section 1701.01 to 1701.99, inclusive of the Ohio Revised Code.

Section 2. Specific Purposes and Powers.

a. In furtherance and not in limitation of the general powers conferred by the laws of the State of Ohio, and the purposes and powers set forth in Section 1 of this Article III, it is expressly provided that this Corporation shall also have the following powers, to wit:

i. To acquire in any manner by purchase or otherwise and to own, hold, buy, sell, convey, lease, mortgage or encumber, install, maintain, operate, service and supply vending machines designed to distribute foodstuffs and goods and other items of any kind and to do all things necessary or incidental to the conduct of the full service vending machine business.

ii. To purchase, acquire, guarantee, hold and dispose of the shares, bonds and other evidences or contracts of any corporation, foreign or domestic.

iii. To acquire in any manner by purchase or otherwise, the good will, rights and property, and/or to undertake the whole or any part of the assets or obligations and liabilities of any person, firm, association or other corporation and to pay for the same; to hold or in any way dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

iv. To act as a statutory agent for any other corporation.

b. The Corporation's goal is to foster diversity in its business activities and its corporate governance policies will be designed and implemented to expand opportunities and eliminate barriers within the Corporation for women. Without limiting the generality of the foregoing, to the maximum extent possible, women shareholders, directors, and managers of the Corporation will be encouraged to direct the management and policy of (and exercise managerial control and operational authority over) the Corporation's business activities.

c. None of the subclauses or the purposes and powers specified in this Section 2 shall be deemed subsidiary or auxiliary to the purposes and powers conferred by Section 1 of this Statement of Purposes, and the Corporation shall have full power to exercise all or any of the powers conferred by any part of this Statement of Purposes, in any part of the world.

ARTICLE IV SHARES

Section 1. Number, Classes and Designation of Shares.

The maximum number of shares which the Corporation is authorized to have outstanding is One Million (1,000,000) which shall be classified as follows:

Class A - Ten Thousand (10,000) shares shall be designated as Class A Voting Common Stock, shall be without par value and shall have exclusive voting powers in all matters affecting the Corporation.

Class B - Nine Hundred Ninety Thousand (990,000) shares shall be designated as Class B Nonvoting Common Stock, shall be without par value and shall have no voting power whatsoever except as provided by law, but otherwise in all respects shall have the same rights, privileges and obligations as Class A shares.

Section 2. No Pre-emptive Rights. No holder of shares of the Corporation of any class, as such shall have pre-emptive right to subscribe for or to purchase any shares of any class of the Corporation or any other securities of the Corporation whether such shares or such class is now or hereafter authorized.

ARTICLE V CORPORATION'S PURCHASE OF OWN SHARES

How Corporation May Purchase Its Own Shares. Subject to the limitations prescribed by law, the Corporation may purchase or redeem shares issued by it, when authorized by the Board of Directors and may be done without the shareholders' consent or approving vote.

ARTICLE VI OPTIONS

Option to Purchase Shares. The Corporation shall have the authority, to be exercised by resolution of its Board of Directors, without the written consent or approving vote of the shareholders or any other corporate action, to grant to the holders of any shares, or to the officers or employees of the Corporation, the right or option to subscribe for and to purchase any or all of the shares purchased or to be purchased by the Corporation, or any or all of the authorized but unissued shares in the Corporation, at such price or prices, not inconsistent with law, and at such time or times, and to evidence such right or option by warrants, options or other instruments transferable or otherwise, as may be fixed and stated in such resolution of the Board of Directors.

ARTICLE VII VOTING

Vote Required For Shareholder Action. Whenever any action to be taken at a shareholder's meeting (including but in no way limited to action pursuant to reduction of stated capital, sale or other disposition of corporate assets, corporate reorganization and dissolution) is by law required to have the assent or approval of the shareholders of any class, such assent or approval may be given by the affirmative vote of a majority of shares having voting power in respect to such action. Unless the statutes otherwise require, "shares having voting power in respect of such action" shall mean shares represented at the particular meeting by the holders thereof in person or by proxy.

ARTICLE VIII
CONTRACTS

No contract or any other transaction between the Corporation and any other corporation, and no act of the Corporation shall be in any way affected or invalidated by the fact that any of the Corporation's directors are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided the fact that he, or such firm, is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the Corporation who is also a director of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize such contract or transaction and may vote thereat to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE IX
CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE X
AMENDMENT OF ARTICLES

These Articles of Incorporation or any part thereof may be amended, altered, changed or repealed by the affirmative vote of the holders of a majority of the voting shares outstanding or, to the extent permitted by Ohio law, by the affirmative vote of a majority of the Board of Directors.

ARTICLE IX
AMENDED ARTICLES

These Amended Articles of Incorporation take the place of and supersede the existing Articles of Incorporation and all amendments thereto.