

H 35457

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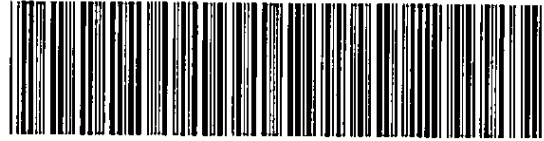
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

MAY 14 2019

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hart's Plant Nursery Inc.

DOCUMENT NUMBER: H35457

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

Please return all correspondence concerning this matter to the following:

Abdul Kadir Mohamed
Name of Contact Person
Hart's Plant Nursery Inc.
Firm/ Company
360 W. Butterfield Rd., Suite 280
Address
Elmhurst, IL 60126
City/ State and Zip Code

amohamed@hartsplanmnursery.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Abdul Kadir Mohamed at (312) 381-4275
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:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HART'S PLANT NURSERY, INC.
(A Florida Corporation)**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is HART'S PLANT NURSERY, INC. (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was December 20, 1984. The document number assigned to the Corporation by the Florida Department of State is No. H35457.

2. The Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors and the Shareholders of the Corporation on April 24, 2019 in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

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TALLAHASSEE, FLORIDA

ARTICLE I
Name of Corporation

The name of the Corporation is HART'S PLANT NURSERY, INC.

ARTICLE II
Address of Corporation

The principal place of business and mailing address of the Corporation is:

c/o Second State Strategic Holdings, LLC
360 West Butterfield Road, Suite 280
Elmhurst, IL 60126

ARTICLE III
Purpose

The Corporation is organized and authorized to engage in any lawful act or activity for which a corporation organized under the Florida Business Corporation Act may engage including, without limitation, engaging in business within the cannabis industry

ARTICLE IV
Duration

The Corporation shall exist perpetually unless dissolved according to law

ARTICLE V
Capital Stock

This Corporation shall have the authority to issue up to One Hundred Thousand (100,000) shares of Common Stock having a par value of \$1.00 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

This Corporation shall have also have the authority to issue One Thousand (1,000) shares of Preferred Stock having a par value of \$1.00 per share, the right and privileges of which will be determined pursuant to any amendment hereof.

ARTICLE VI
Registered Agent and Office Address

The street address of the Corporation's registered office is 115 N. Calhoun St., Suite 4, FL 32301. The name of the Corporation's registered agent at that office is Cogency Global Inc., 115 N. Calhoun St., Suite 4, Tallahassee, FL 32301.

ARTICLE VII
Directors

The Board of Directors is comprised of that number of people as set forth in the Corporation's Bylaws, as may be amended from time to time.

ARTICLE VIII
Indemnification

The Corporation shall indemnify, advance expenses, and hold harmless to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX
Amendments to the Articles of Incorporation

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holders of any particular class of stock of the corporation required by applicable law, these Amended and Restated Articles of Incorporation or the By-laws of the corporation, the affirmative vote of the holders of at least fifty percent (50%) of the voting power of the shares of the then outstanding voting stock of the corporation, voting together as a single class, shall be required to amend, repeal, or adopt any provisions of these Amended and Restated Articles of Incorporation

IN WITNESS WHEREOF, the undersigned duly authorized representative of the Corporation executed these Amended and Restated Articles of Incorporation this 24th day of April, 2019.



By: _____
Name: Mark de Souza
Title: Chief Executive Officer

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