

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SENPA
A Florida Corporation Not-for-Profit

Deleted: SOUTHEAST NATURAL PRODUCTS ASSOCIATION

ARTICLE I

Name. The name of the corporation shall be the SENPA and may hereafter be referred to as the "Corporation" or the "Association".

Deleted: Southeast Natural Products Association

ARTICLE II

Purpose. The purpose for which the Association is organized and incorporated is:

(a) to promote a feeling of community and establish closer relations among all natural food retailers, distributors, manufacturers, educators, and associated trades.

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(b) to foster confidence among sellers, buyers and those professionally actively engaged in the natural products industry.

(c) To encourage laws and regulations consistent with the Associations goals and facilitate a unified voice for the natural products industry.

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(d) To support and encourage the production, marketing and consumption of nutritional/natural foods, supplements and related specialty products which provide for the optimum health opportunity of consumers.

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(e) To provide education relating to nutritional/natural food, supplements and related specialty products and the industry from laws and regulations relating thereto.

(f) To serve as a unified voice for businesses that promotes optimum health.

(g) To do/perform such other services, research and marketing consistent with the purpose set forth above or as determined by the Board of Directors of the Association.

ARTICLE III

Powers. The corporation shall have all powers available to not-for-profit corporations under the laws of the State of Florida.

ARTICLE IV

Membership. Any individual, partnership or corporation as a retailer, manufacturer, wholesaler, in the natural foods industry is eligible to election as a member of this Association and shall be responsible for paying such dues and other fees as Bylaws shall be required of members of the corporation, including application fees, membership fees and assessments, as the same may be determined by the Board from time to time.

ARTICLE V

Directors. The affairs of the Association shall be managed by a board of Directors consisting of no less than three (3) directors as determined by the Bylaws. Directors shall be elected at the Annual Meeting of the members in the manner set forth in the Bylaws. Directors may be removed for cause and the vacancies shall be filled in the manner provided by the Bylaws. Each member of the Board of Directors shall be a member of the Association.

Officers. The Directors shall elect Officers to serve and operate the Association in the manner provided in the Bylaws.

ARTICLE VI

Indemnification of Directors and Officers. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by Florida Not For Profit Corporation Act 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 VI 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 VII

Bylaws. The Bylaws of the association shall be adopted at a meeting of the membership called for that purpose.

The Bylaws may be amended, altered or rescinded from time to time by a vote of a majority of the members voting in person or electronically at the Annual Meeting of the Association or at a special meeting of the Association called for that purpose.

ARTICLE VIII

Term of Existence. The association shall have perpetual existence.

ARTICLE IX

Amendment of the Articles of Incorporation. These Articles of Incorporation may be amended from time to time by a vote of a majority of the members voting in person or electronically at the Annual Meeting of the Association or at a special meeting of the Association called for that purpose.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were duly adopted by vote of the members, this __ day of _____, 2021.

_____, President

_____, Secretary