



ROSEN'S DIVERSIFIED, INC.

a Minnesota corporation

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

The undersigned, being an authorized officer of Rosen's Diversified, Inc. (the "Corporation"), a corporation organized on December 12, 1959, and under and in accordance with Minnesota Statutes section 302A.139, confirms and certifies that these Articles of Amendment have been adopted in accordance with the Minnesota Business Corporation Act, Minnesota Statutes chapter 302A (the "Act"), to amend the Articles of Incorporation of the Corporation.

A. The name of the Corporation before the amendment set forth below is Rosen's Diversified, Inc.

B. These Articles of Amendment are to amend and restate in their entirety the Articles of Incorporation, effective on the filing of these Articles of Amendment, to read in full as follows:

1. The name of the Corporation is Rosen's Diversified, Inc.

2. The address of the registered office of the Corporation is 1010 Dale Street North, St. Paul, Minnesota 55117. The name of the Corporation's registered agent at the registered address is C T Corporation System Inc.

3. The Corporation shall have and issue only one class of shares—common. The aggregate number of shares that the Corporation has the authority to issue is Fifty Million (50,000,000). Each common share has a par value of One Ten-Thousandth of One Cent (\$0.0001). Each share has the same rights as every other share in the Corporation's profits and assets, and in all respects other than voting rights, as stated in this Article.

The Corporation has two different series of common shares. One series of common shares will have one vote per share on all matters as to which a vote of the shares of the Corporation is taken. The other series of common shares will have no vote on any matter as to which a vote of the shares of the Corporation is taken. Upon the issuance of any common shares, it will be presumed that it is to be issued as a nonvoting common share.

At any time while the Corporation has an Subchapter S election in effect for federal income tax purposes, the Corporation shall not issue shares (a) if to do so would result in more than one hundred (100) shareholders, or (b) to any person whose ownership of shares would render the Corporation an ineligible corporation under I.R.C. § 1361(b)(2), or any successor provision of law or applicable regulations promulgated by the U.S. Department of Treasury.

4. The following provisions of the Act are modified or are to be applied in the manner and to the extent stated:

- (a) Section 302A.215 of the Act is modified. The Corporation does not allow cumulative voting for directors except to the extent required by the Bylaws of the Corporation.
- (b) Section 302A.239 of the Act is to be applied as follows: Any action required or permitted to be taken by the Board of Directors of the Corporation may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all of the directors then in office are present, provided that the action is one for which shareholder approval is not required.
- (c) Section 302A.413 of the Act is modified. A shareholder shall not have any preemptive rights by virtue of the Act (or similar provisions of future law) to subscribe for, purchase, or acquire any shares of the Corporation of any class, whether unissued, or now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for any such shares. A shareholder shall not have any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares of any class, or any shares, bonds, notes, debentures, or other securities convertible into, or carrying options or warrants to purchase, subscribe for or otherwise acquire, any such new or additional shares of any class.
- (d) Section 302A.441 of the Act is to be applied as follows: Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting of the shareholders at which all shareholders were present, but in no event may written action be taken by shareholders holding less than a majority of the voting power of all shares entitled to vote on that action.

5. Except as stated below, any personal liability of any director of the Corporation to the Corporation or its shareholders (or any of them) for monetary damages for breach of fiduciary duty as a director is completely eliminated. However, a director's liability is not eliminated:

- (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders;
- (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) under section 302A.559 of the Act or Minnesota Statutes section 80A.76;

- (d) for any transaction from which the director derived an improper personal benefit;
or
- (e) for any act or omission occurring prior to the date these Articles of Amendment are filed and effective.

In discharging the duties of the position of a director, a director may, in considering the best interest of the Corporation, consider the interests of the Corporation's employees, customers and creditors, the economy of the state and nation, community and societal considerations, and the long-term as well as short-term interests of the Corporation and its shareholders including the possibility that these interests may be best served by the continued independence of the Corporation.

If the Act is amended to authorize the further elimination or limitation of the liability of the directors, then the liability of each director to the Corporation, in addition to the limitation on personal liability provided in this Article, will be limited to the fullest extent permitted by the amended Act. Any repeal or modification of this Article by the shareholders will be prospective only and will not adversely affect any limitation on the personal liability of, or any right or protection as, a director of the Corporation existing at, or with respect to, any act or omission that occurred prior to the date of such repeal or modification.

C. These Articles of Amendment were adopted by the unanimous written actions of the Shareholders and the Board of Directors of the Corporation.

D. These Articles of Amendment do *not* provide for any exchange or cancellation of issued shares. These Articles of Amendment do not provide for any reclassification of issued and outstanding shares.

E. These Articles of Amendment restate the Articles of Incorporation of the Corporation in their entirety, and these Articles of Amendment set forth above supersede the original Articles of Incorporation of the Corporation and all prior amendments.

F. These Articles of Amendment will be effective at 11:00 a.m. CST on December 17, 2018.

[Signature Page Follows]

The undersigned certifies that he is an authorized officer of the Corporation and that he is authorized to execute and file these Articles of Amendment.

Dated: December 17, 2018.

ROSEN'S DIVERSIFIED, INC.,
a Minnesota corporation

By: 

Name: THOMAS J. ROSEN

Title: CHIEF EXECUTIVE OFFICER

*Signature Page to the Articles of Amendment to the
Articles of Incorporation of
Rosen's Diversified, Inc.*



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Secretary of State