

N98 00003473

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002555261--2
-06/10/98-01088-018
****131.25 ****131.25

SUBJECT: WEST FLORIDA REGIONAL FISH GROWERS COOPERATIVE, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input checked="" type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: MAX E. GRIGGS
Name (Printed or typed)
3740 STEFANI RD.
Address
CANTONMENT FL 32533-7792
City, State & Zip
(850) 477-0953
Daytime Telephone number

APPROVED
AND
FILED
98 JUN 10 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bobbie Cox GAVE
INCORPORATION ~~BY PHONE TO~~ to file without notarization
RECEIPT *signature must be notarized* 6/15/04
6/15
NAME *BB*

NOTE: Please provide the original and one copy of the articles.

B. BROCK JUN 16 1998

ARTICLES OF INCORPORATION
OF
WEST FLORIDA REGIONAL FISH GROWERS
COOPERATIVE, INC.

ARTICLE I -- NAME

The name of this Corporation shall be WEST FLORIDA REGIONAL FISH GROWERS COOPERATIVE, INC.

ARTICLE II -- PURPOSE

The purposes for which this Corporation is organized are to engage in activities listed below (1) through (4) on a cooperative basis for those engaged in aquaculture as a bona fide commercial producer of fish:

(1) The cooperative activity of producing, marketing or selling of aquacultural products or with the growing, harvesting, preserving, drying, processing, canning, packing, grading, storing, warehousing, handling, shipping or utilizing such products; or

(2) The manufacturing or marketing the by-products thereof; or in connection with any of the activities mentioned herein, the manufacturing, selling or supplying of machinery, equipment, feed, water treatment chemicals or other supplies; or

(3) The promotion of aquaculture as an industry in the West Florida region; or

(4) To carry out the purposes for which it is organized this corporation shall conduct business as described in bylaws.

ARTICLE III -- LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 618, Florida Statutes.

ARTICLE IV -- INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The initial registered office in the State of Florida is to be located at 4690 Highway 97, Walnut Hill, county of Escambia. The initial registered agent in charge thereof is Mark L. Johnson, address 4690 Highway 97, Walnut Hill, Florida.

APPROVED
AND
FILED

98 JUN 10 AM 9:04
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TALLAHASSEE, FLORIDA

ARTICLE V -- TERMS OF EXISTENCE

The term of existence of this corporation shall be perpetual unless dissolved by law or otherwise.

ARTICLE VI -- INITIAL DIRECTORS

The names and street addresses of the initial directors for this corporation are as follows:

<u>Thomas F. Simard</u>	<u>6001 South Highway 99, Walnut Hill, Florida</u>
<u>Melvin L. Hiebert</u>	<u>701 South Highway 99, Walnut Hill, Florida</u>
<u>Merle W. Koehn</u>	<u>5660 Kansas Rd., Walnut Hill, Florida</u>
<u>Mark L. Johnson</u>	<u>4690 Highway 97, Walnut Hill, Florida</u>

ARTICLE VII -- INITIAL DIRECTORS POWERS AND AUTHORITY

The initial directors are to have all powers and authorities provided to the Board of Directors of this Corporation, and are to continue guiding the development of the Corporation after filing these articles of incorporation, until the first business meeting of the general membership, at which time the Board of Directors shall be elected by the procedures defined in the Bylaws of the Corporation. This meeting is to take place within sixty (60) days after the filing of these articles of incorporation with the State of Florida.

ARTICLE VIII -- BOARD OF DIRECTORS

The business and affairs of this Corporation shall be directed by a Board of not less than four (4) and not more than seven (7) Directors, to be elected by the membership entitled to vote at the time and in the way and manner provided in the Bylaws of this Corporation.

When a vacancy on the Board of Directors occurs other than by expiration of a term, the remaining members of the Board may, unless otherwise provided in the Bylaws, by a majority vote, fill the vacancy from the membership for the time period remaining for the vacated position. Upon expiration of the term, the position shall be filled as provided in the Bylaws.

ARTICLE IX -- ELECTIONS OF OFFICERS

The Directors shall elect from their own number a President and one or more Vice Presidents. They shall also elect a Secretary, a Treasurer, and such other officers as may be provided for in the Bylaws, none of whom need be a Director. The offices of Secretary and Treasurer may be filled by one and the same person. Specific areas of responsibility and authority are to be defined in the Bylaws.

ARTICLE X -- MEMBERSHIP

Membership shall be limited to those persons who are bona fide commercial producers of aquacultural products within the territory reasonably adjacent to the business headquarters of this corporation and to those who are engaged in business which directly supports the aquacultural activities of this corporation or its membership. Members must be eighteen years old or older.

The Corporation shall not discriminate based on race, color, sex, age, handicap or national origin.

The Bylaws of this Corporation shall provide the method and means by which a member may withdraw from the Corporation and cease to be a member there. When any person ceases to be a member by withdrawal, expulsion or otherwise, all rights and privileges belonging to such member shall thereupon cease and terminate.

Any member of this Corporation expelled from membership as provided in the Bylaws may rejoin and again become a member of this Corporation and exercise the rights and privileges thereof only by and with the consent of a majority of the Board of Directors.

ARTICLE XI -- RELATIONSHIP BETWEEN MEMBERSHIP AND CORPORATION

The Corporation shall charge for the service by it or under its direction, such reasonable compensation as the Board of Directors of the Corporation shall fix and determine.

ARTICLE XII -- MANAGEMENT

The Board of Directors of this Corporation may employ a General Manager thereof and such other officers and employees as may be necessary for the proper management and control of the business and operations of this Corporation.

ARTICLE XIII -- BYLAWS

The Board of Directors of this Corporation shall provide Bylaws for the conduct of its government and management not inconsistent with these Articles of Incorporation or the Agricultural Cooperative Marketing Association Act, Chapter 618 of Florida Statutes. A majority vote of a quorum, as defined in the Bylaws, of the members attending a meeting, to whom the proposed bylaws shall have been previously given, is sufficient to adopt or amend the bylaws. The Board of Directors of this Corporation may, if confronted by an unanticipated and compelling situation, by unanimous vote, temporarily amend the Bylaws. Such amendment will stand until approved or disapproved by the general membership at the next regular meeting of the general membership. Bylaws for this Corporation shall be adopted at the first business meeting of the membership.

ARTICLE XIV -- INCORPORATORS

The undersigned incorporators have executed these Articles of Incorporation this 5th day of June, 1998 for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

Signature(s) of Incorporator(s):

Thomas F. Simard

Thomas F. Simard

Typed name of incorporator signing

Melvin L. Hiebert

Melvin L. Hiebert

Typed name of incorporator signing

Merle W. Koehn

Merle W. Koehn

Typed name of incorporator signing

Mark L. Johnson

Mark L. Johnson

Typed name of incorporator signing

Name

Street Address

Thomas F. Simard

6001 South Highway 99

Walnut Hill, FL 32568

Melvin L. Hiebert

701 South Highway 99

Walnut Hill, FL 32568

Merle W. Koehn

5660 Kansas Rd..

Walnut Hill, FL 32568

Mark L. Johnson

4690 Highway 97

Walnut Hill, FL 32568

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: WEST FLORIDA REGIONAL FISH GROWERS
(must include suffix)

COOPERATIVE, INC.

2. The name and address of the registered agent and office is:

MARK L. JOHNSON

(Name)

4690 HIGHWAY 97

(Street address - P. O. Box not acceptable)

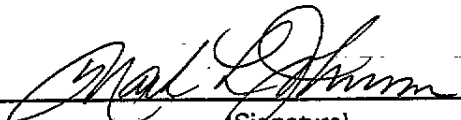
WALNUT HILL, FL 32568

(City/State/Zip)

98 JUN 10 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

6-6-98

(Date)