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ACCOUNT NO. : 072100000032

REFERENCE : 183447 123700A

AUTHORIZATION :

COST LIMIT : \$ 43.75

FILED
01 JUN 13 PM 1:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Patricia Pugh

ORDER DATE : June 12, 2001

ORDER TIME : 10:58 AM

ORDER NO. : 183447-010

CUSTOMER NO: 123700A

CUSTOMER: Charles M. Sanders, Jr., Esq
Charles M. Sanders, Jr.
1485 50th Court

500004418045--8

Vero Beach, FL 32966

DOMESTIC AMENDMENT FILING

NAME: DIVERSIFIED CITRUS MARKETING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

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Q. COULLETTE JUN 14 2001

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER'S INITIALS: _____

Dile 2nd



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 13, 2001

CSC
ATTN: JANNA
TALLAHASSEE, FL

SUBJECT: DIVERSIFIED CITRUS MARKETING, INC.
Ref. Number: P01000042931

We have received your document for DIVERSIFIED CITRUS MARKETING, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

There is no such filing known as "Certificate of Information to Accompany Amended Restated Articles of Incorporation." Please remove this from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Cheryl Coulliette
Document Specialist

Letter Number: 401A00036316

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DIVISION OF CORPORATIONS
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RESUBMIT
Please give original
submission date as file date.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

FIRST: Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation hereby delivers to the Department of State, for filing, the Amended and Restated Articles of Incorporation of Diversified Citrus Marketing, Inc., formerly known as Florida Growers Marketing, Inc.

SECOND: The Amended and Restated Articles of Incorporation of Diversified Citrus Marketing, Inc. do not contain any amendment requiring shareholder approval and were duly adopted by the Board of Directors of the corporation on May 31, 2001.

THIRD: It is the intent of the Board of Directors that the Amended and Restated Articles of Incorporation of Diversified Citrus Marketing, Inc. delivered herewith replace and supersede the Articles of Incorporation of the corporation filed April 26, 2001, Document Number P01000042931,

DATED: June 6, 2001.

DIVERSIFIED CITRUS MARKETING, INC.


Chairman, Board of Directors

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01 JUN 13 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Diversified Citrus Marketing, Inc.**

(As amended and restated May 31, 2001)

The Articles of Incorporation of this corporation, formerly known as Florida Growers Marketing, Inc., are hereby amended and restated in their entirety and supersede all existing Articles.

Article I—Name

The name of the corporation shall be Diversified Citrus Marketing, Inc.

Article II—Purposes

The purposes for which this corporation is formed are to promote and provide a medium for the cooperative unity of effort by producers and cooperative associations of producers of agricultural products in the handling and marketing of same and any and all derivatives and products thereof; to effect economies and reduce waste in relation thereto; and to do anything that is conducive to the policy of the Congress of the United States as declared in the Agricultural Marketing Act and amendments thereto.

Article III—Powers; Limitations

Section 1. *Powers.* This corporation shall have the following powers:

- (a) To engage in any activity in connection with the producing, marketing, selling, preserving, growing, harvesting, drying, processing, manufacturing, canning, packing, grading, warehousing, storing, handling, hauling, transporting, shipping or utilizing of agricultural products or in the manufacturing or marketing of the by-products thereof; or in any activities in connection with the manufacturing, purchasing, hiring or using supplies, machinery or equipment or in the financing of any of the above enumerated services on a cooperative basis, for those engaged in agriculture as bona fide producers of agricultural products, or in any one or more of the activities specified herein.
- (b) To borrow money without limitation as to amount of corporate indebtedness or liability; to give a lien on any of its property as security therefor in any manner permitted by law; and to make advance payments and advances to members and other persons.
- (c) To act as the agent or representative of any patron or patrons in any of the activities mentioned in Article II hereof.
- (d) To buy, lease, hold, and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation, or incidental thereto.
- (e) To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, equity certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this corporation is formed and to give a lien on any of its property as security therefor.
- (f) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with or incidental to the business of the corporation.

- (g) To cooperate with other similar corporations and cooperative associations in creating central, regional, or national cooperative agencies, for any of the purposes for which this corporation is formed, and to become a member or stockholder of such agencies as now are or hereafter may be in existence.
- (h) To issue revolving fund certificates and other written instruments evidencing equity interests in the corporation.
- (i) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on corporations and cooperative marketing associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the act under which this corporation is incorporated, and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this corporation all of which are hereby expressly claimed.

Section 2. *Limitations.* This corporation shall not market the products of nonmembers in an amount the value of which exceeds the value of the products marketed for members. It shall not purchase supplies and equipment for nonmembers in an amount the value of which exceeds the value of the supplies and equipment purchased for members. Business done for the United States or any of its agencies shall be disregarded in determining the limitations imposed by this section.

Article IV—Place of Business

The corporation shall have its principal place of business in the City of Lake Hamilton, County of Polk, State of Florida. The address of the principal place of business shall be 300 State Road 17 South, Lake Hamilton, Florida 33851.

Article V—Period of Duration

The term for which this corporation shall exist is perpetual, commencing on the date of this filing of these Articles with the Department of State.

Article VI—Directors

The affairs of this corporation shall be managed by a Board of not less than three (3) directors who shall be elected by the members in the way and manner and with the qualifications and terms of office set forth and provided for in the bylaws.

Article VII—Capital Stock

Section 1. *Authorized Amounts; Classes.* The capital stock of the corporation shall consist of one thousand (1,000) shares of common stock of the par value of ten dollars (\$10.00) per share.

Section 2. *Common Stock.* The common stock of this corporation may be purchased, owned, or held only by producers and cooperative associations of producers of agricultural products (1) who patronize the corporation in accordance with uniform terms and conditions prescribed by it, and (2) who have been approved by the board of directors. "Producer" shall mean and include persons (natural or corporate) engaged in the production of agricultural products, including tenants of land

used for the production of any such product, and lessors of such land who receive as rent therefor part of any such product of such land, and cooperative associations of such producers. Each holder of one fully paid share of common stock of the corporation shall be deemed a member of the corporation.

Each member shall hold only one share of common stock and each eligible holder of common stock shall be entitled to only one vote in any meeting of the stockholders upon each matter submitted to a vote at a meeting of the stockholders. In the event the board of directors of the corporation shall find, following a hearing, that any of the common stock of this corporation has come into the hands of any person who is not eligible for membership, or that the holder thereof has ceased to be an eligible member, or that such holder has not, for a period of one (1) year, marketed through the corporation the products covered by a marketing contract or contracts with it, or has not otherwise patronized the corporation, such holder shall have no rights or privileges on account of such stock, or vote or voice in the management or affairs of the corporation other than the right to participate in accordance with law in case of dissolution. The corporation shall have the right, at its option, (a) to purchase such stock at its book or par value, whichever is less, as determined by the board of directors of the corporation; or (b) to require the transfer to any such stock at such book or par value to any person eligible to hold it.

In exercising its right to purchase or to require the transfer of common stock, if such holder fails to deliver the certificate evidencing the stock, the corporation may cancel such certificate on its books.

The common stock of this corporation may be transferred only with the consent of the board of directors of the corporation and on the books of the corporation, and then only to persons eligible to hold it. No purported assignment or transfer of common stock shall pass to any person not eligible to hold it, the rights or privileges on account of such stock, or a vote or voice in the management of the affairs of the corporation. This corporation shall have a lien on all of its issued common stock for all indebtedness of the holders thereof to the corporation. No dividends shall be paid on the common stock.

Article VIII—Dissolution

In the event of dissolution or liquidation of this corporation in any manner, all outstanding indebtedness of the corporation shall first be paid in full. Next, allocations to patrons' equity accounts, whether or not evidenced by revolving fund certificates or other written instruments evidencing equity interests in the corporation, shall be paid in full. Provided, however, that if the assets of the corporation are insufficient to pay all allocations to patrons' equity accounts in full, then payment shall be on a pro rata basis without priority as to the date on which such allocations to the patrons' equity accounts were made.

If any assets of the corporation then remain, they shall be paid as a liquidating dividend to the holders of common stock of the corporation at the commencement of dissolution or liquidation, hereinafter called "Participating Members." Each Participating Member's percentage share of the liquidating dividend shall be determined by dividing the total dollar value of its patronage with the corporation during all full fiscal years of the corporation next preceding commencement of dissolution or liquidation, by the total dollar value of patronage of all Participating Members with the corporation during the same years.