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FLORIDA PROFIT/NON PROFIT CORPORATION

select farms & produce, inc.

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**ARTICLES OF INCORPORATION**

**OF**

**SELECT FARMS & PRODUCE, INC.**

The undersigned incorporator to these Articles of Incorporation, a Florida corporation hereby forms a corporation under the laws of the State of Florida.

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**ARTICLE I - CORPORATE NAME**

The name of the Corporation is SELECT FARMS & PRODUCE, INC.

**ARTICLE II - NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in the business of cultivating, growing, and improvement of farms, gardens, and agricultural lands, including but not limited to the raising and improving of live stock, and the sale of agricultural products, and to incidentally own and control under lease, or otherwise, such lands, buildings and personal property necessary for the proper conduct and operation of such business, and to engage in any other lawful activities within the purposes for which corporations may be organized under the Florida Business Corporation Act.

The corporation shall exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and with principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

Articles prepared by:  
Sylvia Alarcon Sparler, Esq.  
Florida Bar No. 900974  
4200 South Dixie Highway  
West Palm Beach, FL 33405  
(561) 655-9400

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**ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The initial Registered Agent and the street address of the corporation in the State of Florida shall be:

Sylvia Alarcon Spaler, Esq.  
4200 S. Dixie Highway, West Palm Beach, Florida 33405

**ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE**

The initial principal office of the corporation shall be at 2240 A Road, Loxahatchee, FL 33470.

The mailing address of the corporation shall be at 502 Military Trail, West Palm Beach, FL 33415. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

**ARTICLE VII - BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than two (2).

**ARTICLE VIII - INITIAL DIRECTORS**

The names of the initial directors of this corporation and their street address is:

Ramon E. Vilarino, 502 Military Trail, West Palm Beach, Florida 33415  
Antonio Vilarino, 5870 S.W. 76th Avenue, Davie, FL 33328-6206  
Ramon A. Vilarino, 16351 Velazquez Blvd., Loxahatchee, FL 33470  
Elmer Zaragoza, 17835 46<sup>th</sup> Court North, Loxahatchee, FL 33470

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX - INITIAL OFFICERS**

The names of the initial officers of this corporation and their street address

Ramon E. Vilarino, President, Secretary, 502 N. Military Trail, West Palm Beach, FL 33415.

Antonio Vilarino, Vice-President, Treasurer, 5870 S.W. 76th Avenue, Davie, FL 33328-6206

The persons named as initial officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE X - INCORPORATOR**

The name and street address of the individual signing these Articles of Incorporation as the Incorporators are:

Sylvia Alarcon Sparler  
4200 South Dixie Highway  
West Palm Beach, FL 33405

#### **ARTICLE XI - SHARE TRANSFER RESTRICTIONS**

Pursuant to the authority of Sec. 607.0627, Fla. Stat., shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this article and which may also include the corporation as a party. A copy of the written agreement, if any, may be obtained from the Corporation.

#### **ARTICLE XII - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

#### **ARTICLE XIII - CONFLICT OF INTEREST**

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

#### **ARTICLE XIV - AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 20 day of February, 2008.

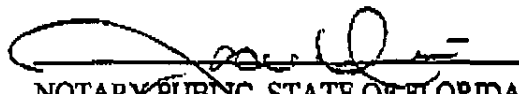
  
SYLVIA ALARCON SPARLER

STATE OF FLORIDA)  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared, SYLVIA ALARCON SPARLER, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at West Palm Beach, Florida this 20<sup>th</sup> day of February, 2008.



  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sec. 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That **SELECT FARMS & PRODUCE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at West Palm Beach, Palm Beach County, Florida, has named **SYLVIA ALARCON SPARLER, ESQ.**, 4200 S. Dixie Highway, West Palm Beach, FL 33405, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
SYLVIA ALARCON SPARLER

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