

PO0000042683

Requester's Name

WILLIAM L. DAWSON  
1-305-851-8298  
1634 WATERWITCH DR.,  
ORLANDO, FL 32806

200003205542--6  
-04/12/00--01046--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

**FILED**  
 00 APR 27 PM 5:21  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- |                                   |   |  |
|-----------------------------------|---|--|
| <input type="checkbox"/> Walk in  | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy        |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait          | <input type="checkbox"/> Photocopy             |
|                                   |   | <input type="checkbox"/> Certificate of Status |

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

~~100 10214~~

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 18, 2000

WILLIAM L. DAWSON  
1634 WATERWITCH DR.  
ORLANDO, FL 32806

SUBJECT: ABC CITRUS, INC.  
Ref. Number: W00000010244

We have received your document for ABC CITRUS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of 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) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 900A00021237

**Articles of Incorporation**

or

**ABC Citrus, Inc.**

**4964 South Orange Avenue  
Orlando, Florida 32806  
407-855-6475**

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00 APR 27 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following articles of incorporation for the purpose of organizing a stock corporation pursuant to the provisions of the Florida Corporate Act:

**FIRST:** The name of the corporation (hereinafter called the corporation) is ABC CITRUS, INC.

**SECOND:** The duration of the corporation shall be perpetual.

**THIRD:** The purpose for which the corporation is organized, which shall include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Stock Corporation Act, are as follows:

To provide citrus grove services for buying, selling, marketing, harvesting and transporting citrus crop(s).

To have, in furtherance of the corporate purposes, all of the powers conferred upon business corporations organized under the Florida Stock Corporation Act.

**FOURTH:** The total number of shares of capital stock which the corporation has authority to issue is 1000 of Class A common stock with \$1.00 par value. With respect to voting powers, the holders of Class A common shall possess all voting powers for all purposes including, by way of illustration and not of limitation, the election of directors.

Holders of Class A common stock shall participate in any proceedings in which actions shall be taken in the corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

**FIFTH:** No holders of any of the shares of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of

such shares, bonds securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

**SIXTH:**

1. The corporation shall, to the fullest extent permitted by the provisions of the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.
2. The stated capital of the corporation may be reduced by the Board of Directors, without the assent of the stockholders.

**SEVENTH:** The post office address of the initial registered office of the corporation in the State of Florida is *4964 South Orange Avenue*. The name of the city in the State of Florida in which the said registered office of the corporation is located in the city of *Orlando*.

The name of the registered agent of the corporation at such address is *William L. Dawson*. His business office is identical with the initial registered office of the corporation as set forth above.

**EIGHTH:** The number of directors constituting the initial Board of Directors of the corporation is one (1).

The name and address of the person who is to serve as a member of the initial Board of Directors of the corporation is as follows:

William L. Dawson

1634 Waterwitch Drive  
Orlando, Florida 32806

**NINTH:** The provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

Signed on April 10, 2000.

Incorporator:

Will L Dawson

SECRETARY OF STATE  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**FILED**  
00 APR 27 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I am familiar with and accept the duties and responsibilities as resident agent for ABC CITRUS, INC., effective with the date of this incorporation. I will continue to act and serve in that capacity until such time as I notify you of my resignation from that function.

W. L. Dawson  
WILLIAM L. DAWSON 4/24/00