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2009 JAN 20 PH 4: 52
SECRETARY OF STATE
ORIDA

## LONNIE L. SIMMONS, P.A.

Attorney at Law
3008 Langley Avenue
Pensacola, Florida 32504

(850) 474-0886

January 12, 2009

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, Florida 32314

RE: Articles of Incorporation of NWF Cold Storage, Inc.

Dear Sir/Madam:

I have enclosed for filing the original and one copy of the Articles of Incorporation of NWF Cold Storage, Inc. I have also enclosed a check payable to the Secretary of State in the amount of \$70.00 to cover the costs of filing the Articles of Incorporation.

Please file the Articles of Incorporation and return a copy to me at the above address. If there are any problems, please do not hesitate to call. Your assistance and cooperation is appreciated.

Sincerely,

Lonnie L. Simmons

LLS/kbb

**Enclosures** 

### ARTICLES OF INCORPORATION

<u>OF</u>

#### **NWF COLD STORAGE, INC.**

2009 JAN 20 PM 4: 52
SECRETARY OF STATE
SHANASSEE-FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the laws of the State of Florida.

#### **ARTICLE I - NAME**

The name of this Corporation is NWF COLD STORAGE, INC.

#### **ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on the 15th day of January, 2009.

#### **ARTICLE III - PURPOSE**

The purpose of this Corporation is to transact any or all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

#### ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 2,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

#### **ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is 720A South Barracks Street, Building II, Pensacola, Florida 32502 and the name of the initial registered agent of this Corporation at that address is Michael L. Pate.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

Michael L. Pate 6520 Ard Road Pensacola, FL 32526 William M. Pate 4792 Mallard Creek Pensacola, FL 32526

John L. Crisp 193 Basket Factory Drive Americus, GA 31709 Henry L. Crisp 193 Basket Factory Drive Americus, GA 31709

#### ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is Michael L. Pate, 720A South Barracks Street, Building II, Pensacola, Florida 32502.

#### **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the \_/4\_ day of January, 2009.

Muhael L Vata MICHAEL L. PATE -

Incorporator

STATE OF FLORIDA : COUNTY OF ESCAMBIA )

The foregoing instrument was acknowledged to before me this 14 day of January, 2009, by MICHAEL L. PATE, who is personally known to me, or who has produced as identification.

Katherine B. Belcher Notary Public State of Floride Commission No. DD 597616 Com. Exp. Sep 21, 2010

Print Name: Katherine B. Belcher Notary Public, State of Florida

My Commission Expires: 9/21/2010

# CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST, that NWF COLD STORAGE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 720A South Barracks Street, Building II, Pensacola, Florida 32502 has named Michael L. Pate at 720A South Barracks Street, Building II, Pensacola, Florida 32502, as its agent to accept service of process within Florida.

DATED: ANUALY 14, 2009.

MICHAEL L. PATE

Incorporator

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

MICHAEL L. PATE

Registered Agent