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FLORIDA DEPARTMENT OF STATE

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ARTICLES OF INCORPORATION
OF
SUGAR CANE GROWERS COOPERATIVE
OF FLORIDA.

RECEIVED
JUN 21 1 30 PM '60
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, all of whom are residents and citizens of the State of Florida, engaged in the production of agricultural products, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association, without capital stock, under the provisions of Chapter 618 Florida Statutes of 1959 for the incorporation of an agricultural cooperative marketing association.

Article I

The name of the Association shall be SUGAR CANE GROWERS COOPERATIVE OF FLORIDA.

Article II

The association is formed for the following purposes:

To market for its members and patrons any and all agricultural products or any products derived therefrom; to engage in any activity in connection with the picking, gathering, harvesting, receiving, assembling, handling, grading, standardizing, packing, preserving, drying, processing, transporting, storing, financing, advertising, selling, marketing or distribution of any such agricultural products or any products derived therefrom; to purchase for its members and patrons farm supplies and equipment; to manufacture, process, sell, store, handle, ship, distribute, furnish, supply, and procure any and all such farm supplies and equipment; and to exercise all such powers in any capacity and on any cooperative basis that may be agreed upon.

It is all of the aforesaid particularly with regard to the planting and harvesting of sugarcane and the manufacture of sugar, molasses and other products and by-products thereof and to do all things incident to the promotion of such activity by and for the benefit of the Association, its members and patrons.

Article III

This Association shall have the following powers:

(a) To borrow money without limitation as to amount or 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 patrons.

(b) To act as the agent or representative of any patron or patrons in any of the activities mentioned in Article II hereof.

(c) 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 Association, or incidental thereto.

(d) To draw, make, accept, indorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Association is formed and to give a lien on any of its property as security therefor.

(e) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with or incidental to the business of the Association.

(f) To cooperate with other similar associations in creating central, regional, or national cooperative agencies, for any of the purposes for which this Association is formed, and to become a member or stockholder of such agencies as now are or hereafter may be in existence.

(g) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporations and cooperative marketing associations by the laws of this State and all powers and rights incident or conducive to carrying out the purposes for which this Association is formed, except such as are inconsistent with the express provisions of the act under which this Association 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 Association all of which are hereby expressly claimed.

This Association 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. It shall not purchase supplies and equipment for persons who are neither members nor producers of agricultural products in an amount the value of which exceeds fifteen percent (15%) of all its purchases. Business done for the United States or any of its agencies shall be disregarded in determining the limitations imposed by this section.

Article IV

The Association shall have its principal place of business in the City of Belle Glade, County of Palm Beach, State of Florida or such other place as the Board of Directors may from time to time determine.

Article V

The Association shall have perpetual existence unless dissolved by or pursuant to law in such cases made and provided.

Article VI

The number of Directors in this Association shall be not less than seven (7), and the term of office shall be for such periods as are provided by the By-Laws. The names and addresses of those who are to serve as incorporating directors until the first annual meeting of the members, or until their successors are elected and qualified, are:

GEORGE W. BENTLEY
 c/o Weapworth Farms, Inc.
 Belle Glade, Fla.
 BILLA KEYSERS
 c/o South Bay Growers Cooperative
 South Bay, Florida
 ROBERT D. APENLAREN
 c/o Pioneer Growers Cooperative
 Belle Glade, Florida
 WALTER KAUTZ
 c/o Lake Okechobee Farms Coop Assn.
 Pahokee, Florida
 W. F. WILSON Assn.
 c/o W. R. Wilson & Sons Cooperative/
 Belle Glade, Florida
 CURTIS THOMPSON
 c/o Bell Produce Company
 Pahokee, Florida
 H. J. ANDERSON
 c/o W. H. Vann, Inc.
 Canal Point, Florida
 W. G. HULL
 c/o Hull Packing Company
 Pahokee, Florida

c/o Vandergriff-Williams Farms /
 Everglades Growers Cooperative
 Pahokee, Florida
 R. H. ROTH
 c/o Lake Shore Growers Cooperative
 Pahokee, Florida
 J. D. COLBERT Assn.
 c/o A. Bode & Sons Cooperative/
 Belle Glade, Florida
 GARLAND HESS
 c/o Marion Produce Co., Inc.
 Belle Glade, Florida
 SAM J. JEN
 c/o Sam Senter Farms, Inc.
 Belle Glade, Florida
 JOE THOMPSON
 c/o E. M. Jones Company
 Canal Point, Florida
 LEWIS FRIEND
 Bully Farms, Inc.
 Pahokee, Florida
 JOE HATTON
 c/o Joe Hatton, Inc.
 Pahokee, Florida

An equal number of alternate directors may be elected to serve in the place and stead of the regular directors, in the event of the incapacity, disqualification of any of such regular directors, or their absence from any meeting of such Board of Directors, and under such terms and conditions as may be provided by the by-laws of the Association.

Article VII

This Association shall not have any capital stock, but shall admit applicants to membership in the Association upon such uniform conditions as may be prescribed by the Board of Directors of the Association, or in its bylaws. This Association shall be operated on a cooperative basis for the actual benefit of its members as producers, and membership in the association shall be restricted to producers who shall patronize the Association. The voting rights of the members of the Association shall be equal and no member shall have more than one vote. The property rights and interests of each member in the Association shall be unequal and shall be determined and fixed in the proportion that the patronage of each member shall bear to the total patronage of all the members with the Association, but in determining property rights and interests all amounts allocated to each patron or evidenced by certificates of any kind shall be excluded, and upon dissolution the equity interests of members and patrons shall be determined as provided in the bylaws. New members admitted to membership shall be entitled to share in the property of the Association in accordance

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

This day personally appeared before me, an officer authorized to take oaths and acknowledgments in the State of Florida of LARRY ROBERT D. APELGREN, who upon being duly sworn deposes and says: that the above and foregoing petition was subscribed to by the persons whose signatures appear thereon in good faith and for the purposes therein expressed and that he, the deponent, subscribed to the above and foregoing petition for charter of his own free will and accord and for the purposes therein expressed.

Sworn and subscribed
to before me this 18th
day of July, 1964.
[Signature]
Notary Public

My commission expires:
Notary Public, State of Florida at Large
My Commission Expires July 25, 1965
Bonded by American Surety Co. of N. Y.

AMENDMENT TO CERTIFICATE OF INCORPORATION

of

SUGAR CANE GROWERS COOPERATIVE OF FLORIDA

APPROVED AND FILED

C. JAY
THOMAS
R. BROWN
C. JAY
500
600
1.00
1.00

RESOLVED that the Certificate of Incorporation of SUGAR CANE GROWERS COOPERATIVE OF FLORIDA be amended by striking therefrom ARTICLE VII, and by substituting in lieu thereof, the following:

"ARTICLE VII

Section 1. The capital stock of the association shall consist of 300 shares of Class A common stock; 300,000 shares of Class B common stock, all of which shall be par value of ONE DOLLAR (\$1.00) per share and 150,000 shares of preferred stock of the par value of FIVE DOLLARS (\$5.00) per share. The preferred stock shall have the rights, privileges and immunities hereinafter set forth. However, the amount of the capital with which this association shall begin business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

Section 2. Class A common stock of this association may be purchased, owned or held only by producers who patronize the association in accordance with the uniform terms and conditions prescribed by it, and who have been or shall be approved by the board of directors. Producer shall mean and include persons (natural or corporate) actually engaged in the planting and harvesting of sugar cane, the

JONES ADAMS, FRANK & PATTER WEST PAID WALKER FLORIDA

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manufacture of sugar, molasses and other products and by-products thereof, or other 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 (corporate or otherwise), of such producers.

Each member shall hold only one (1) share of Class A common stock and each eligible holder of Class A common stock shall be entitled to only one vote in any meeting of the stockholders. In the event the board of directors of the association shall find, following a hearing, that any of the Class A common stock of this association 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 association the products covered by a marketing agreement or agreements with it, or has not otherwise patronized the association, such holder shall have no rights or privileges on account of such stock, or vote or voice in the management or affairs of the association other than the right to participate in accordance with law in case of dissolution. The association shall have the right, at its option,

JONES, ADAMS, FINE & PRICE, WEST PALM BEACH, FLORIDA

(a) to purchase such stock at its book value as determined by the board of directors of the association; (b) to require the transfer of any such stock at such book value, to any person eligible to hold it; or (c) to require such holder of any such stock to convert it into shares of Class B common or preferred stock of equal value.

In exercising its right to purchase or to require the transfer or conversion of Class A common stock into preferred stock or Class B common stock if such holder fails to deliver the certificate evidencing the stock, the association may cancel such certificate on its books and issue a new certificate of common or preferred stock, as the case may be, to the party entitled thereto.

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

Section 3. Class B common stock may be bought by anyone for such consideration or considerations

in money, property or services as shall be fixed from time to time and at any time by a majority vote of the board of directors, and shall have the same rights, privileges and immunities and shall be subject to the same conditions as Class A, except, however, that each and every single share of Class B common stock shall have no voting rights whatsoever. Shares of non-voting common stock shall be plainly stamped "non-voting." The holders of the shares of non-voting stock shall not be entitled to notice of any meetings of stockholders, and shall not be entitled to vote upon any questions whatsoever which may be presented and decided upon at any such meetings of stockholders. The registered holders of such non-voting stock shall be entitled to participate, share for share, with the holders of common stock in any dividends or distributions and liquidation which may hereafter be declared and paid by the association.

Section 4. Dividends not to exceed 8 percent per annum may be paid on the common stock if, as and when declared by the board of directors after payment of dividends not to exceed 8 percent per annum on the preferred stock.

Section 5. The preferred stock of this association may be issued to any person, association, co-partnership, corporation or other organization, in series. It shall

carry no voting rights. Noncumulative dividends of not to exceed 8 percent per annum may be paid on preferred stock, when, if, and as declared by the board of directors.

Preferred stock may be transferred only on the books of the association; and may be redeemed in whole or in part on a prorata basis at par plus any dividends declared thereon and unpaid, at any time on thirty (30) days' notice by the association, provided said stock is redeemed in the same order as originally issued by years. On the failure to deliver the certificate or certificates evidencing any such stock the association may cancel the stock on its books. Stock which has been redeemed may, in the discretion of the board of directors, be reissued or retired. All such preferred stock so redeemed shall be paid for in cash at the par value thereof, plus any dividends declared thereon and unpaid; and such stock shall not bear dividends after it has been called for redemption.

At the discretion of the board of directors, all dividends or distributions of the association or any part thereof may be paid in certificates of preferred stock or credits on preferred stock or as interim certificates representing fractional parts thereof, subject to conversion into full shares.

Notwithstanding any of the foregoing provisions, the board of directors shall have the power, from time to time and at any time, to pay off or retire or secure a release or satisfaction of any preferred stock certificate to compromise or settle a dispute between a holder thereof and the association, to settle an estate of a deceased or bankrupt stockholder, or to close out a stockholder's interest.

Upon dissolution or distribution of the assets of the association, the holders of all preferred stock shall be entitled to receive the par value of their stock, plus any dividends declared thereon and unpaid before any distribution is made on the common stock."

RESOLVED FURTHER that this resolution be presented to a meeting of the members of the association called for the purpose of approving the same, and that the written consent of three-fourths of all the members of the association thereto be obtained.

STATE OF FLORIDA
COUNTY OF PALM BEACH

SUGAR CANE GROWERS COOPERATIVE OF FLORIDA, a Florida corporation, under its corporate seal in the hands of its President, GEORGE H. WEDGORTH, and Secretary, WALTER J. KALTZ, hereby certifies:

1. That the board of directors of said corporation, at a meeting called and held on the 28th day of March, A. D. 1961 for the purpose of amending the Certificate of Incorporation, by an affirmative vote of two-thirds of the directors, adopted the foregoing and attached resolutions.

2. The meeting of the members of the Association called by the board of directors as aforesaid was held on the 8th day of April, A. D. 1961, and at said special meeting of the members, more than three-fourths of the members being present, said amendment of the Certificate of Incorporation was duly adopted by the unanimous vote of all of the members present.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this the 8th day of April, A. D. 1961.

SUGAR CANE GROWERS COOPERATIVE OF
FLORIDA, a Florida corporation

By George H. Wedgorth
President

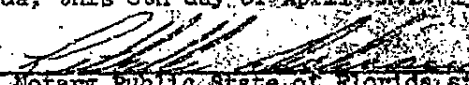
Attest

Walter J. Kaltz
Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this day personally appeared before me the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments of deeds, GEORGE H. WEDGORTH, President of SUGAR CANE GROWERS COOPERATIVE OF FLORIDA, a Florida corporation, and acknowledged that he executed the above and foregoing Certificate of Amendment as such officer for and on behalf of said corporation after having been duly authorized so to do.

WITNESS my hand and official seal at Belle Glade,
Palm Beach County, Florida, this 8th day of April, A.D. 1961.


Notary Public, State of Florida at Large
My commission expires:

Notary Public, State of Florida at Large
My Commission Expires Feb. 23, 1965

AMENDMENT TO CERTIFICATE OF INCORPORATION

SUGAR CANE GROWERS COOPERATIVE OF FLORIDA

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600
11.00
11.00

RECEIVED
JAN 11 1959

RESOLVED that the Certificate of Incorporation of SUGAR CANE GROWERS COOPERATIVE OF FLORIDA, as amended, be further amended to read as follows:

"We, the undersigned, all of whom are residents and citizens of the State of Florida, engaged in the production of agricultural products, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association under the provisions of Chapter 618, Florida Statutes of 1959, for the incorporation of an agricultural cooperative marketing association.

Article I

The name of the Association shall be SUGAR CANE GROWERS COOPERATIVE OF FLORIDA.

Article II

The association is formed for the following purposes:

To market for its members and patrons any and all agricultural products or any products derived therefrom; to engage in any activity in connection with the picking, gathering, harvesting, receiving, assembling, handling, grading, standardizing, packing, preserving, drying, processing, transporting,

storing, financing, advertising, selling, marketing or distribution of any such agricultural products or any products derived therefrom; to purchase for its members and patrons farm supplies and equipment; to manufacture, process, sell, store, handle, ship, distribute, furnish, supply, and procure any and all such farm supplies and equipment; and to exercise all such powers in any capacity and on any cooperative basis that may be agreed upon.

To do all of the aforesaid particularly with regard to the planting and harvesting of sugar cane and the manufacture of sugar, molasses and other products and by-products thereof and to do all things incident to the promotion of such activity by and for the benefit of the Association, its members and patrons.

Article III

This Association shall have the following powers:

(a) To borrow money without limitation as to amount or 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 patrons.

(b) To act as the agent or representative of any patron or patrons in any of the activities mentioned in Article II hereof.

(c) 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 Association, or incidental thereto.

(d) To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates and all kinds of negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Association is formed and to give a lien on any of its property as security therefor.

(e) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with or incidental to the business of the Association.

(f) To cooperate with other similar associations in creating central, regional, or national cooperative agencies, for any of the purposes for which this Association is formed, and to become a member or stockholder of such agencies as now are or hereafter may be in existence.

(g) To purchase or otherwise acquire, and to hold, own, and exercise all rights of ownership in, and to sell, transfer, or pledge shares of the capital stock or bonds of any corporation or association engaged in any related activity or in the handling or marketing of any of the products handled by the association, or engaged in the financing of the association.

(h) To establish reserves and to invest the funds thereof in bonds or in such other property as may be provided for in the bylaws.

(i) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporations and cooperative marketing associations by the laws of

(This clause will not prevent and shall not constitute an interference with
exercising with the permission for which this Association is formed,
except when an act is required to with the Congress provisions of the
not under which this Association is incorporated, and for the any
such thing required and the cooperation of the foregoing powers
shall not be held to limit or restricted in any manner the general
powers which may by law be conferred by this Association, all of
which are hereby expressly intended.

This Association shall not market the products of non-members 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. It shall not purchase supplies and equipment for persons who are neither members nor producers of agricultural products in an amount, the value of which exceeds fifteen percent (15%) of all its purchases. Business done for the United States or any of its agencies, shall be disregarded in determining the limitations imposed by this section.

Article XV

The Association shall have its principal place of business in the City of Belle Glade, County of Palm Beach, State of Florida, or such other place as the Board of Directors may from time to time determine.

The Association shall have perpetual existence unless

lessors of such land who receive as rent therefor any part of any such product of such land, and cooperative associations (corporate or otherwise), or such producers.

Each member shall hold only one (1) share of Class A common stock and each eligible holder of Class A common stock shall be entitled to only one vote in any meeting of the stockholders. In the event the board of directors of the association shall find, following a hearing, that any of the Class A common stock of this association 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 association the products covered by a marketing agreement or agreements with it, such holder shall have no rights or privileges on account of such stock, or vote or voice in the management or affairs of the association other than the right to participate in accordance with law in case of dissolution. The association shall have the right, at its option, (a) to purchase such stock at its book value as determined by the board of directors of the association, or par value, whichever is more; (b) to require the transfer of any such stock at such value, to any person eligible to hold it; or (c) to require such holder of any such stock to convert it into preferred stock or revolving fund certificates of equal value.

In exercising its right to purchase or to require the transfer or conversion of Class A common stock into preferred stock or revolving fund certificate if such holder fails to deliver the certificate evidencing the stock, the association may

transfer of shares of common stock, or otherwise, shall be subject to the approval of the board of directors, and the same may be subject to the approval of the board of directors, and the same may be subject to the approval of the board of directors.

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

Section 5. Class B common stock may be bought and sold only by any eligible member in consideration of money, property or services as shall be agreed to from time to time and at any time by a majority vote of the board of directors, and shall have the same rights, privileges and immunities and shall be subject to the same restrictions and conditions as Class A, except, however, that each and every single share of Class B common stock shall have no voting rights whatsoever. Shares of non-voting common stock shall be plainly stamped "non-voting." The holders of the shares of non-voting stock shall not be entitled to notice of any meetings of stockholders, and shall not be entitled to vote upon any questions whatsoever which may be presented and decided upon at any such meetings of stockholders. The registered holders of such non-voting stock shall be entitled to participate, share for

share, with the holders of common stock in any dividends or distributions and liquidation which may hereafter be declared and paid by the Association.

Section 4. Non-cumulative dividends not to exceed 8% per annum may be paid on the common stock if, as and when declared by the board of directors after payment of dividends not to exceed 6% per annum on the preferred stock.

Section 5. The preferred stock of this Association may be issued to any person, association, co-partnership, corporation or other organization, and shall be issued in series. It shall carry no voting rights. Cumulative or non-cumulative dividends of not to exceed 6% per annum may be paid on preferred stock, when, if and as declared by the board of directors.

Preferred stock may be transferred only on the books of the Association; and may be redeemed in whole or in part on a prorata basis at par plus any dividends declared thereon and unpaid, at any time on thirty (30) days' notice by the Association, provided said stock is redeemed in the same order as originally issued by series. On the failure to deliver the certificate or certificates evidencing any such stock the Association may cancel the stock on its books. Stock which has been redeemed may, in the discretion of the board of directors, be reissued or retired. All such preferred stock so redeemed shall be paid for in cash at the par value thereof, plus any dividends declared thereon and unpaid; and such stock shall not bear dividends after it has been called for redemption.

At the discretion of the board of directors, all dividends or distributions of the association or any part thereof may be paid in certificates of preferred stock or credits on preferred stock or ad interim certificates representing fractional parts thereof, subject to conversion into full shares.

Notwithstanding any of the foregoing provisions, the board of directors shall have the power, from time to time and any time, to pay off or retire or secure a release or satisfaction of any preferred stock certificate to compromise or settle a dispute between a holder thereof and the association, to settle an estate of a deceased or bankrupt stockholder, or to close out a stockholder's interest.

Upon dissolution or distribution of the assets of the association, the holders of all preferred stock shall be entitled to receive the par value of their stock, plus any dividends declared thereon and unpaid before any distribution is made on the common stock, but shall not further participate in the assets of the association.

Section 6. This association is authorized to issue such revolving fund certificates as may be provided for in the bylaws of the Association."

RESOLVED FURTHER that this resolution be presented to a meeting of the members of the Association called for the purpose of approving the same.

STATE OF FLORIDA }
COUNTY OF PALM BEACH }

SUGAR CANE GROWERS COOPERATIVE OF FLORIDA, a Florida corporation, under its corporate seal in the hands of its President, George H. Wedgworth, and Secretary, Walter J. Kautz, hereby certifies:

1. That the board of directors of said corporation, at a meeting called and held on the 6th day of June, A. D. 1961, by an affirmative vote of two-thirds of the directors, adopted the foregoing and attached resolutions.

2. The meeting of the members of the association called by the board of directors as aforesaid was held on the 6th day of July, A. D. 1961, and at said special meeting of the members, said amendment of the certificate of incorporation was duly adopted by the unanimous vote of all the members present.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this the 6th day of July, A. D. 1961.

SUGAR CANE GROWERS COOPERATIVE
OF FLORIDA, a Florida corporation

(SEAL)

By George H. Wedgworth
President

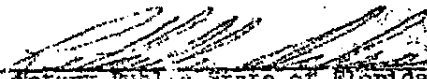
Attest:

Walter J. Kautz
Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH }

On this day personally appeared before me the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments of deeds, GEORGE H. WEDGWORTH, President of SUGAR CANE GROWERS COOPERATIVE OF FLORIDA, a Florida corporation, and acknowledged that he executed the above and foregoing Certificate of Amendment as such officer for and on behalf of said corporation . . . having been duly authorized so to do.

WITNESS my hand and official seal at Belle Glade,
Palm Beach County, Florida, this 6th day of July, A. D. 1961


Notary Public, State of Florida at Large
My commission expires:

Notary Public, State of Florida at Large
My Commission Expires Feb. 23, 1965



FLORIDA DEPARTMENT OF STATE

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MICROFILMING.**

AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
SUGAR CANE GROWERS COOPERATIVE OF FLORIDA

APPROVED AND FILED
[Signature]

RESOLVED that the Certificate of Incorporation of SUGAR
CANE GROWERS COOPERATIVE OF FLORIDA be amended to read as follows:

We, the undersigned, all of whom are resi-
dents and citizens of the State of Florida,
engaged in the production of agricultural
products, do hereby voluntarily associate our-
selves together for the purpose of forming a
cooperative association under the provisions of
Chapter 618, Florida Statutes of 1959, for the
incorporation of an agricultural cooperative
marketing association."

RECEIVED
DEC 7 8 41 AM '63
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Article I

The name of the Association shall be SUGAR CANE GROWERS
COOPERATIVE OF FLORIDA.

Article II

The association is formed for the following purposes:

To market for its members and patrons any and all agri-
cultural products or any products derived therefrom; to engage in
any activity in connection with the picking, gathering, harvesting,
receiving, assembling, handling, grading, standardizing, packing,
preserving, drying, processing, transporting, storing, financing,
advertising, selling, marketing or distribution of any such agricul-

tural products or any products derived therefrom; to purchase for its members and patrons farm supplies and equipment; to manufacture, process, sell, store, handle, ship, distribute, furnish, supply, and procure any and all such farm supplies and equipment; and to exercise all such powers in any capacity and on any cooperative basis that may be agreed upon.

To do all of the aforesaid particularly with regard to the planting and harvesting of sugar cane and the manufacture of sugar, molasses and other products and by-products thereof and to do all things incident to the promotion of such activity by and for the benefit of the Association, its members and patrons.

Article III

This Association shall have the following powers:

(a) To borrow money without limitation as to amount or 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 patrons.

(b) To act as the agent or representative of any patron or patrons in any of the activities mentioned in Article II hereof.

(c) 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 Association, or incidental thereto.

(d) To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Association is formed and to give a lien on any of its property as security therefor.

(e) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with or incidental to the business of the Association.

(f) To cooperate with other similar associations in creating central, regional, or national cooperative agencies, for any of the purposes for which this Association is formed, and to become a member or stockholder of such agencies as now are or hereafter may be in existence.

(g) To purchase or otherwise acquire, and to hold, own, and exercise all rights of ownership in, and to sell, transfer, or pledge shares of the capital stock or bonds of any corporation or association engaged in any related activity or in the handling or marketing of any of the products handled by the Association, or engaged in the financing of the Association.

(h) To establish reserves and to invest the funds thereof in bonds or in such other property as may be provided for in the bylaws.

(i) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary

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 Association is formed, except such as are inconsistent with the express provisions of the act under which this Association 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 Association, all of which are hereby expressly claimed.

This Association shall not market the products of non-members in an amount, the value of which exceeds the value of the products marketed for members. It shall not purchase supplies and equipment for non-members in an amount, the value of which exceeds the value of the supplies and equipment purchased for members. It shall not purchase supplies and equipment for persons who are neither members nor producers of agricultural products in an amount, the value of which exceeds fifteen percent (15%) of all its purchases. Business done for the United States or any of its agencies, shall be disregarded in determining the limitations imposed by this section.

Article IV

The Association shall have its principal place of business in the City of Belle Glade, County of Palm Beach, State of Florida, or such other places as the Board of Directors may from time to time determine.

Article V

The Association shall have perpetual existence unless dissolved by or pursuant to law in such cases made and provided.

Article VI

The number of Directors in this Association shall be not less than nine (9), and the term of office shall be for such periods as are provided by the bylaws.

Article VII

Section 1. The capital stock of the Association shall consist of 300 shares of Class A common stock of the par value of ONE HUNDRED DOLLARS (\$100) per share; 1,500,000 shares of Class B common stock of the par value of FOUR DOLLARS and SEVENTY-FIVE CENTS (\$4.75) per share, and 150,000 shares of preferred stock of the par value of FIVE DOLLARS (\$5.00) per share. Class A, Class B common stock and the preferred stock shall have the rights, privileges and immunities hereinafter set forth. However, the amount of the capital with which this Association shall begin business shall be not less than FIVE HUNDRED DOLLARS (\$500).

Section 2. Class A common stock of this Association may be purchased, owned or held only by producers who patronize the Association in accordance with the uniform terms and conditions prescribed by it, and who have been or shall be approved by the board of directors. Only such persons shall be regarded as eligible members of the Association. Producer shall mean and include persons (natural or corporate) actually engaged in the

the production of sugar cane or other agricultural products, and shall include the tenants of land used for the production of any such products, lessors of such land who receive as rent therefor any part of any such product of such land, and cooperative associations (corporate or otherwise), of such producers.

Each member shall hold only one (1) share of Class A common stock and each eligible holder of Class A common stock shall be entitled to only one vote in any meeting of the stockholders. In the event the board of directors of the Association shall find, following a hearing, that any of the Class A common stock of this Association 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 Association the products covered by a marketing agreement or agreements with it, such holder shall have no rights or privileges on account of such stock, or vote or voice in the management or affairs of the Association other than the right to participate in accordance with law in case of dissolution. The Association shall have the right, at its option, (a) to purchase such stock at its book value as determined by the board of directors of the Association; (b) to require the transfer of any such stock at such book value, to any person eligible to hold it; or (c) to require such holder of any such stock to convert it into preferred stock or revolving fund certificates of equal value.

In exercising its right to purchase or to require the transfer or conversion of Class A common stock into preferred stock

or revolving fund certificate if such holder fails to deliver the certificate evidencing the stock, the Association may cancel such certificate on its books and issue a new certificate of Class A common or issue preferred stock, or revolving fund certificate, as the case may be, to the party entitled thereto.

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

Section 3. Class B common stock may be bought and held only by any eligible member in consideration of money, property, or services as shall be agreed to from time to time and at any time by a majority vote of the board of directors, and shall have the same rights, privileges and immunities and shall be subject to the same restrictions and conditions as Class A, except, however, that each and every single share of Class B common stock shall have no voting rights whatsoever. The ownership of Class B stock shall be in such proportion as the base tonnage of each shareholder bears to the total tonnage of all shareholders of the Association, one share being issued for each base ton contracted to be marketed through the Association. The transfer of each share of Class B

stock shall automatically transfer to the new owner the right to the base ton which the certificate of stock represents, as well as the obligations and rights imposed upon the producer of each base ton under the Association's marketing agreement. Shares of non-voting common stock shall be plainly stamped "non voting." The holder of the share of non-voting stock shall not be entitled to notice of any meetings of stockholders, and shall not be entitled to vote upon any questions whatsoever which may be presented and decided upon at any such meetings of stockholders. The registered holders of such non-voting stock shall be entitled to participate, share for share, with the holders of common stock in any dividends or distributions and liquidation which may hereafter be declared and paid by the Association.

Section 4. Non-cumulative dividends not to exceed 8% per annum may be paid on the common stock if, as and when declared by the board of directors after payment of dividends not to exceed 8% per annum on the preferred stock.

Section 5. The preferred stock of this Association may be issued to any person, association, co-partnership, corporation or other organization, and shall be issued in series. It shall carry no voting rights. Cumulative or non-cumulative dividends of not to exceed 8% per annum may be paid on preferred stock, when, if and as declared by the board of directors.

Preferred stock may be transferred only on the books of the Association; and may be redeemed in whole or in part on a pro-rata basis at par plus any dividends declared thereon and unpaid, at

any time on thirty (30) days' notice by the Association, provided said stock is redeemed in the same order as originally issued by series. On the failure to deliver the certificate or certificates evidencing any such stock the Association may cancel the stock on its books. Stock which has been redeemed may, in the discretion of the board of directors, be reissued or retired. All such preferred stock so redeemed shall be paid for in cash at the par value thereof, plus any dividends declared thereon and unpaid; and such stock shall not bear dividends after it has been called for redemption.

At the discretion of the board of directors, all dividends or distributions of the Association or any part thereof may be paid in certificates of preferred stock or credits on preferred stock or as interim certificates representing fractional parts thereof, subject to conversion into full shares.

Notwithstanding any of the foregoing provisions, the board of directors shall have the power, from time to time and any time, to pay off or retire or secure a release or satisfaction of any preferred stock certificate to compromise or settle a dispute between a holder thereof and the Association, to settle an estate of a deceased or bankrupt stockholder, or to close out a stockholder's interest.

Upon dissolution or distribution of the assets of the Association, the holders of all preferred stock shall be entitled to receive the par value of their stock, plus any dividends declared

operation and capital before any distribution is made on the account of such stock, but shall not further participate in the assets of the Association.

2. This Association is authorized to issue such relieving fund certificates as may be provided for in the bylaws of the Association.

STATE OF FLORIDA }
COUNTY OF PALM BEACH } ss

I, WALTER J. KAUF, do hereby certify that I am Secretary of SUGAR CANE CROWNS COOPERATIVE OF FLORIDA, a corporation organized under the laws of the State of Florida; that the foregoing resolution amending the charter of SUGAR CANE CROWNS COOPERATIVE OF FLORIDA was adopted by the unanimous vote of the Board of Directors of said corporation at a meeting held September 19, 1963; that a meeting of the Stockholders of said corporation called by the Board of Directors for the purpose of adopting said amendment was held, notice of which contained the proposed amendment to be considered, was held on September 19, 1963, immediately following the Board of Directors meeting; and at said meeting of the Stockholders, said amendment of the Certificate of Incorporation was unanimously adopted by a majority of a quorum of the members attending said meeting.

Walter J. Kauf
Walter J. Kauf

IN WITNESS WHEREOF, SUGAR CANE GROWERS COOPERATIVE
OF FLORIDA has caused these presents to be signed in its name by
its proper officers, and its corporate seal to be affixed and
attested by its Secretary, this 19th day of September
A. D. 1963.

SUGAR CANE GROWERS COOPERATIVE OF FLORIDA (SEAL)

By George H. Wedgworth
President

Attest:

Walter J. Taut
Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 19th day of September
A. D. 1963, before me, personally appeared GEORGE H. WEDGORTH,
President of SUGAR CANE GROWERS COOPERATIVE OF FLORIDA, to me
known to be the person described in and who executed the foregoing
and who acknowledged the execution thereof to be his free act
and deed as such President for the uses and purposes therein
mentioned; and that the Secretary affixed the seal of said corpora-
tion thereto, and that the said amendment is the act and deed of
said corporation.

WITNESS my hand and official seal at West Palm Beach,
County of Palm Beach and State of Florida, the day and year last
aforesaid.

W. G. Taut
Notary Public State of Florida at Large
My commission expires: January 2, 1964

FILED
JUN 10 9 20 AM '21
TOLSON

ARTICLES OF AMENDMENT
THE CERTIFICATE OF INCORPORATION
OF
SUGAR CANE GROWERS COOPERATIVE
OF FLORIDA

(1) Article VII of the Certificate of Incorporation of Sugar Cane Growers Cooperative of Florida is hereby amended to read as follows:

Section 1. The capital stock of the Association shall consist of 300 shares of Class A common stock of the par value of ONE HUNDRED DOLLARS (\$100) per share; 1,500,000 shares of Class B common stock of the par value of FOUR DOLLARS AND SEVENTY-FIVE CENTS (\$4.75) per share, 1,685,462 shares of Class C common stock of the par value of TWO DOLLARS AND THIRTY SEVEN AND ONE HALF CENTS (\$2.37 1/2) per share and 150,000 shares of preferred stock of the par value of FIVE DOLLARS (\$5.00) per share. Class A, Class B and Class C common stock, and the preferred stock shall have the rights, privileges and immunities hereinafter set forth. However, the amount of the capital with which this Association shall begin business shall be not less than FIVE HUNDRED DOLLARS (\$500).

(2) Article VII of the Certificate of Incorporation is also hereby amended by adding thereto a Section 3(a) as follows:

Section 3 (a). Class C Common stock may be bought and held only by an eligible member of the Cooperative by surrendering one share of Class B stock for 2 shares of Class C, and shall have the same rights, privileges and

immunities and shall be subject to the same restrictions and conditions as Class A, except however, that each and every single share of Class C common stock shall have no voting rights whatsoever. The ownership of Class C Stock shall be in such proportion as the base tonnage of each shareholder holding Class C stock bears to the total base tonnage of all other Class C shareholders of the Association, one share being issued for each base ton contracted to be marketed through the Association. The transfer of each share of Class C stock shall automatically transfer to the new owner the right to the base ton which the certificate of stock represents, as well as the obligations and right imposed upon the producer of each base ton under the Association's marketing agreement, to be issued with such Class C stockholders. Shares of non-voting common stock shall be plainly stamped "non-voting". The holder of the shares of non-voting stock shall not be entitled to notice of any meetings of stockholders, and shall not be entitled to vote upon any questions whatsoever which may be presented and decided upon at any such meeting of stockholders. The registered holders of such non-voting stock shall be entitled to participate, share for share on a par-value basis with the holders of all common stock in any dividends or distributions and liquidation which may hereafter be declared and paid by the Association, after a full accounting for all Patronage obligations.

(3) The foregoing amendment was adopted by the Board of Directors of Sugar Cane Growers Cooperative at a special meeting called for the purpose of considering this amendment, held at the office of the Association, and unanimously

passed by the Board of Directors February 19, 1981; that a meeting of the stockholders of said corporation was called by the Board of Directors to be held February 25, 1981 on which date the foregoing amendment was adopted by a majority vote of the members representing a quorum of members attending the meeting.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment, this 1st day of June, 1981.

George H. Wedgworth
President
Ann M. Mader
Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared George H. Wedgworth, known to me and known by me to be the person who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed those Article of Amendment.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 1st day of June, 1981.

Stephen B. Moore
Notary Public, State of Florida
at large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEPT 17 1984
BONDED THRU CT FIDAL INS

State of Florida



Department of State

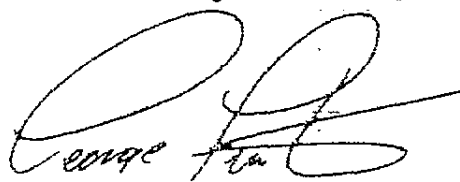
I certify the attached is a true and correct copy of the Statement of Change of Registered Office and Registered Agent, filed on February 3, 1986, for SUGAR CANE GROWERS COOPERATIVE OF FLORIDA, a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number for this corporation is 790825.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
6th day of February '86



CER-101



George Firestone
Secretary of State

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

FILED
Feb 3 8 11 AM '86
CLERK OF DISTRICT COURT
JULIA A. HARRIS

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, SUGAR CANE GROWERS COOPERATIVE OF FLORIDA, a Florida cooperative marketing association, with its principal place of business located at West Sugarhouse Road, P.O. Box 666, Belle Glade, Florida 33430, has named William L. Kramer, located at said address, as its agent to accept service of process within this state in the place and stead of R. Bruce Jones, to take effect immediately.

Dated this 21st day of November, 1985.

(CORPORATE SEAL)

SUGAR CANE GROWERS COOPERATIVE
OF FLORIDA

ATTEST:

Walter J. Kautz
Walter J. Kautz, Secretary

By

George H. Wedgworth
George H. Wedgworth, President

STATE OF FLORIDA)
: ss:
COUNTY OF PALM BEACH)

I hereby certify that the foregoing instrument was acknowledged before me by George H. Wedgworth and Walter J. Kautz, President and Secretary, respectively, of Sugar Cane Growers Cooperative of Florida, on behalf of said association, this 21st day of November, 1985.

ACKNOWLEDGMENT:

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

William L. Kramer
William L. Kramer

Sharon L. Sullivan
Sharon L. Sullivan
Notary Public
Notary Public, State of Florida
My Commission Expires Feb. 16, 1987
Notary Public Seal - Notary, Inc.

ARTICLES OF AMENDMENT
THE CERTIFICATE OF INCORPORATION
OF
SUGAR CANE GROWERS COOPERATIVE
OF FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -9 AM 11:30

(1) Article VII of the Certificate of Incorporation of Sugar Cane Growers Cooperative of Florida is hereby amended to read as follows:

Section 1. The capital stock of the Association shall consist of 300 shares of Class A common stock of the par value of ONE HUNDRED DOLLARS (\$100) per share; 1,500,000 shares of Class B common stock of the par value of FOUR DOLLARS AND SEVENTY-FIVE CENTS (\$4.75) per share; 1,685,462 shares of Class C common stock of the par value of TWO DOLLARS AND THIRTY SEVEN AND ONE-HALF CENTS (\$2.37 ½) per share; 500,000 shares of Class D common stock of the par value of TWO DOLLARS AND THIRTY SEVEN AND ONE-HALF CENTS (\$2.37 ½) per share and 150,000 shares of preferred stock of the par value of FIVE DOLLARS (\$5.00) per share. Class A, Class B, Class C and Class D common stock, and the preferred stock shall have the rights, privileges and immunities hereinafter set forth. However, the amount of the capital with which the Association shall begin business shall not be less than FIVE HUNDRED DOLLARS (\$500).

(2) Article VII of the Certificate of Incorporation is also hereby amended by adding thereto a Section 3(b) as follows:

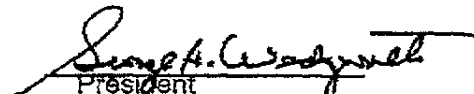
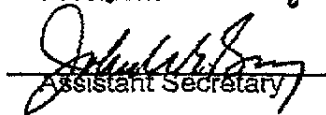
Section 3 (b). Class D common stock may be bought and held only by an eligible member of the Cooperative and shall have the same rights, privileges and

immunities and shall be subject to the same restrictions and conditions as Class A, except however, that each and every single share of Class D stock shall have no voting rights whatsoever. The ownership of Class D stock shall be in such proportion as the base tonnage of each shareholder holding Class D stock bears to the total base tonnage of all other Class D shareholders of the Association, one share being issued for each base ton contracted to be marketed through the Association. The transfer of each share of Class D stock shall automatically transfer to the new owner the right to the base ton which the certificate of stock represents, as well as the obligations and right imposed upon the producer of each base ton under the Association's marketing agreement, to be issued with such Class D stock. Shares of non-voting common stock shall be plainly stamped "non-voting." The holder of the shares of non-voting stock shall not be entitled to notice of any meetings of stockholders and shall not be entitled to vote upon any questions whatsoever which may be presented and decided upon at any such meeting of stockholders. The registered holders of such non-voting stock shall be entitled to participate, share for share on a par-value basis with the holders of all common stock in any dividends or distributions and liquidation which may hereafter be declared and paid by the Association, after a full accounting for all patronage obligations.

(3) The foregoing amendment was adopted by a unanimous vote of the Board of Directors at its regular meeting held on December 16, 1999 at the office of the Association; that a meeting of the members of the association was held at the office of the Association on January 20, 2000 on which date the foregoing amendment was adopted by a majority vote of the members representing a quorum of members

attending the meeting.

IN WITNESS WHEREOF, the undersigned President and Assistant Secretary of this corporation have executed these Articles of Amendment this 7th day of March, 2000.


President

Assistant Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this ___ day of March, 2000 by George H. Wedgworth, President and John W. Gray, Assistant Secretary of Sugar Cane Growers Cooperative of Florida, a Florida Agricultural Cooperative Marketing Association incorporated under Chapter 618 Florida Statutes, on behalf of the Association. They are personally known to be or have produced a driver's license as identification and did take an oath.

(NOTARY SEAL)


Notary Public

