

FLORIDA DEPARTMENT OF STATE

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ARTICLES OF INCORPORATION

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SUGAR CANE GROWERS COOPERATIVE OF FLORIDA.

We, the undersimed, all of show 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 applied stock, under the previsions of Chapter 618 Florida State of 1959 for the incorporation of an agricultural cooperative matrixing association.

Article I

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

Article II

The association is formed for the following persons:

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, assombling, handling, grading, standardizing, packing preserving, drying, processing, transporting, storing, inamering, advortising, solling, marketing or distribution at an anchagicultural 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 or any cooperative basis that may be entreed upon.

To deal of the distinct particularly high regard to the planting and harvesting of sugercane and the manufacture of suger molesses and other products and by-products thereof and to do sail things located to the promotion of such activity by and for the benefit of the Association, its members and patyons

This Association shall have the following powers:

- (a) In horrow money inhant limitation as to amount or corporate indebtedness or limitality; to give a lien on any of its property as security therefor in any manner permitted by law; and to make advance payments has advances to members and patrons.
- (h) To act as the agent or representative of any patron or patrons in any of the activities mentioned in Article II a hereof.
- (c) To buy, lease, hold, and exercise all privileges of ownership, over such real or personal property as may be necessar 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 cortificates and all kinds of obligations and negetiable or transferable instruments for any purpose that is deemed to further the objects for which this Association is formed and to give a lian object 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 menu or stockholder of such agencies as now are or nervalter may be in a stockholder of such agencies as now are or nervalter may be in a stockholder.
- oners, privileges, and rights conferred on prelimary corporations and conversitive marketing essectations by the laws of this State and uli govers and rights incidental or conductive to estrying out the purposes for thich this Association is formed except such as are inconsistent it to be express provisions at the act under which this Association is incorporated, and to do any such

thing anythere; and the summeration of the foragoing powers is shall not be held to limit or restrict in any manner the general powers hich may by law be passessed 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 hich exceeds the value of the product: marketed for members. It shall not purchase supplies and equipment for nonmembers in an amount the value of hich exceeds the value of the supplies and equipment purchased for members. It shall not purchase supplies and equipment for persons his 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 relevantship

Article VI

The number of Directors in this Association shall be mot 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 incorporating are absent and posting of the members, or until their incorporating are alected and qualified fare:

SZORG "EFFERTH n'o Vandorgriff-Williams Paris Everglades des ers Comporative Tehekee, Florida Curner, inc. l'shokeo. F. R. R. M. M. C/o Loke Shore Grovers Cooperation Control Control Assistant Assis c/o South Bay Browers Geoperative South Boy, Florida ROBERT D. APELGREN c/o A. Buda & Sens Cooperative c/o Planear Grounds Comparative Noite Glass, Florica GARLAND RESES c/o Merton Produce Co. c/o Lako Okcechoboe Farms Coop Assa. SAM O Well c/o Sam Serter Farms, Inc. nnokov, Florida c/o W. R. Wilson & Saus Comperative/ Hollo Cinde, F. CURTIS THOM: SON volle Glade. Florida JOE Thompson Finrida o/n S. M. Janes Company ele Bell Produce Company the Bell France Paligher Florida B. J. Andeltsen Const Point, Florida Capal Paint, Florida Lavis FRIEND Luily Farms, Inc Pahoseo, Florica JOE HATTON W. G. HULL c/o Hull Packing Company c/o Joe Hatton Jinc. Pahokee, Florida Paholye, Elorida

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-lame of the Association.

Article VII

This Association shall not have ony capital stock, but shall admit applicants to membership in the A sectation upon such uniform conditions as may be prescribed by the Board of Directors of the Association, or in its bylaws. This Association shall he operated on a cooperative hasis for the actual benefit of its tombers and producers, and membership in the association shell he restricted to producers, who shall patronize the Association. The voting rights of the members of the Association shall be capiel and no member shall have more than or any The property rights and interests of each member in the Association shall a phogusi and shall be determined and flied in the proportion than the patronage offeach member shall bear to the botal retronage of nil the members with the Association but in determining proper rights and interests all amounts allocated to each catron or by tertificates of any kind shall be excluded, and upon dissolut the equity interests of members and patrons shall be determined a provided in the bylanc. New members aunit ted to membership shall be entitled to share in the property of the Association in accordan

with the foregoing goment ente.

Article VIII

In addition to the percent and authority provided for in the above and foregoing Articles, the Association shall have each and every power provided in Chapter 618 of the Floride Statutes of 1959 and shall be authorized to take any action, do anything, or purme any course of procedure lith respect to management regulation, association with or doing business with the State and Federal povernment, financing creation or discharge or funding of inachtedness, membership or the substitute of any provision relative to the may or samer in which it shall operate or with respect to its members, afficers or directors and any other provisions relating to its affairs which ere consistent with law, proper and customary corporate procedures and consistent with and incident to the purposes of Chapter.

IN WITNESS WHEREOF, we have berenned set our hand and seal this 18th day of July, 1960.

And Surgery And Su

STATE OF RUBIDA)
COUNTY OF PALM "FACH)

This day personally moneared before me, an efficir outlighted to take eaths and an knowledgments in the State of Florida of Large, MODERT D. APELGREN , who upon being duly stora demoses and says: that the approach foregoing petition was subscribed to by the persons was signature appear thereon in apad faith and for the purposes therein engrassed and that he, the dependent, subscribed to the above and inregard potition for charter of his or a free will and occord and for the purposes therein expresses.

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AMENIMENT TO CHITIFICATE OF INCORPORATION

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CUGAR CAME GROWERS COOPERATIVE OF FIGHIDA

RESOLVED that the Certificate of Incorporation of SUGAR A CAME 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, 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 MUNDRED 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 correcte) actually engaged in the planting and harvesting of sugar cane, the manufacture of sugar, molasses and other products and br-products thereof, or other Agricultural products, including tenants of land used for the production of any such product, and lessons 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 shallbe envitled 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 shalk 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 essociation shall have the right, at its option,

(a) to purchase such atoms at its book value as determined by the board of directors of the essociation; (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 chares 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 whereto.

The Class A common stock of this acsociation 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 accociation 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 eny time by a majority vote of the board of directors, and shall have the some lights, privileges and lemunities and shall be subject to the same conditions as cheer A, except. however, that each and ever, single share of Class B common stock shall have no voting rights hatsoever. Shares of non-roting 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, end 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-partmership, corporation or other organization, in series. It shall

carry no voting rights. Monounulative dividends of not to exceed 8 percent per snnum may be baid on preferred stock, when, if, and as declared by the heard 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 prorate 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 .. tock 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 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 hetween a holder thereof and the association, to settle an estate of a decased or bankrupt stock-holder, 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 volue 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 BRACH

SUCAT CAME GROWERS COOPERATIVE OF FLORIDA. B. FROME corporation, under its corporate seal in the hands of its President, GEORGE H. WEDGWORTH, and Secretary, WALTER J. hereby certifies:

- 1. That the board of directors of said corporation at a meeting called and held on the 26th day of march. 1961 for the purpose of amending the Certificate of Inc by an affirmative vote of two-thirds of the director and only the foregoing and attached resolutions.
- 2. The meeting of the members of the association called by the board of directors as aforesaid was held by the Sth day of Arril, A. D. 1961, and at said special meeting of members, more than three-fourths of the mambers being present said amendment of the Certificate of Incorporation weal 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 it 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 PLOTADA, a Plantide corporation

STATE OF PLORIDA
CONTYY 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. WELXWORTH, President of SUGAR CAPE 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 Beile Glade.
Palm Besch County, Florida, this 8th day of April A D 1961

Notary Public State of Florida Strians

Noisery Public, State of Florida at Large My Commission Expires Feb. 22, 1965 AMENDMENT TO CERTIFICATE OF INCORPORATION

SUGAR CANE GROWERS COOPERATIVE OF FLORID

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 GANE 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 the 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 c. 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 irticle in 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.



- (a) To draw, make, among, tudaras, guarantas, passantas, passantas, must tudara tomatamony motor, bilin at exchange, draffer, varrantal about the att blinds of althquistions and negativally are become contented fundramental for any program that is dualished to rupther the objects for which that Association is formed will to between the objects for which this Association is formed will to be a time of the objects for which the association is formed will to.
- (e) To nequire, own, and develop any interest in puterion, trademarks, and copyrights concented with or indiadental to the business of the Association.
- (f) To cooperate with other similar associations in creating central, regional, or national cooperative sgendles, for any of the purposes for which this Ausociation is found, and to become a member or stockholder of such agencies as howers of hereafter may be in existence.
- (g) To purchase or otherwise acquire, and to sold, own, and exercise all rights of ownership in, and to sold, trensfer, or piedge 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 fundathereof in bouds or in such other property as pay be provided for in the byluss.
- (1) To have and exercise, in add the tore going, all powers, privileges, and rights contained on ordinary corporations and cooperative marketing associations by the lass of

the distributed at the parameter and elected intermed of another the animalist to be about the parameter to with the consequence in this consequence, and all the animal attention to the consequence, and as the such thing argument into the conjugation of the Thragaing properties that the respection of the Thragaing properties that the respection of the thragaing properties that the test to the transfer the tensors and the test of the tensors and the test of the tensors that the test to the test to the test the test to the test to the test to the test that the test the test to the test to the test that the test the test to t

manhars in an amount the value of which exceeds the value of the products markeded for mumbers. It shall not purchase supplies and equipment for nonmembers in an amount the value of which exceeds the value of the supplies and optimisation for members. It shall not purchase supplies and equipment for persons who are neither sembers nor producers of agricultural products in an amount, the value of which exceeds fifteen parcent (15%) of all its purchases. Dusiness down 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 picce of Justiness in the City of Belle Glade, County of Palm Beach, State of Florida, or such other place as the Board of Directors was from time to time determine.

Artiala V

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), 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 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 no 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

named and when the read that the to the party and they being company of the same that they also the party and they being the company of the same that the same that they be sa

The lills a water and one board of diseasons on the arrotation and the dramate result and all the dramate of the descriptions and the dramate of the descriptions and the dramate of the description and the dramate of the description and the dramate of dramate are distinct and and are personal and extending to board at the management of the dramate of the description of the

colly by any sligible member in consideration of access from the services as small be agreed to from time to time to deal layer the same rights, privileges and immunities and shall be subject to the same rights, privileges and immunities and shall be subject to the same restrictions and conditions as class A. except. Where that each and every single share of Class B common stock and it have no voting rights whatsover: Shares of non-voting common stock shall be plainly stamped "non-voting." The holdars of the shares of non-voting stock shall not be entitled to native of any questions whatsover which may be presented and dealess that any such meetings of stockholders, and shall not be entitled to retained any questions whatsoever which may be presented and dealess upon at any such meetings of stockholders. The registered holders of such non-voting stock shall be entitled to participate, share for such non-voting stock shall be entitled to participate, share for

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

Section 4. Non-cumulative dividends not to exceed \$7 per annum may be paid on the common stock if, as and when declared ov the part of directors after payment of dividends not to exceed by per annum on the preferred stock.

Sc. tion . The preferred stock of this Association may be issued to any person, association, co-partnership, composition, or other organization, and shall be issued in series. It shall carry no nothing rights. Cumulative or non-quantitive dividends of not to exceed of per surum may be paid on preferred stock, when, if and as declared by the board of directors

Preversed stock may be transferred only on the books of the Association; and may be redeemed in whole or in part on a prorate basis at par plus any lividends 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 attack 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 id deal at the par value thereof plus any dividends declared thereof and unpaid; and such stock shall not been dividends after it has been called for redempsion.

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

Notwithstanding any of the foregoins 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 cloude between a holder thereof and the association, to settle an estate of a deceased or bankrupt esockholder, of 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 the son 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 nutherized 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 PLOTIDA
COUNTY OF PAIM REACH

SUGAR CANE GROWERS COOPERATIVE OF FLORIDA, a Florida's corporation, under the corporate shall in the hands of its president, George A. Wedgeorth, and Secretary, Walter J. Kauta's Hereby certifies:

- 1. What the board of directors of said corporation, at a meeting called and held on the oth day of June, A. B. 1961, by an affirmative vote of two-chirds 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 in 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 because affixed and attested by its Secretary, this the 6th day of July, A. D. 1961.

SUMAR CINE GROWERS COOPERATIVE OF FLORIDA, a Florida corporation

1-202-01-03

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Walter Cont

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 feeds, GEORGE H. WEDGWORTH, President of SUGAR CANE GROWERS COOFERATIVE OF FLORIDA, a Florida corporation, and acknowledged that he executed the above and foregoing Certificate of Amer -- at as such officer for and on behalf of said corporation . . . aving been duly authorized so to do.

WITHESS my hand and official seal at Bolls Glade; Palm Beach County, Floride, this 6th day of July, A: D: 1961

> Motary 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

THE ATTACHED COPIES ARE THE BEST AVAILABLE.

SOME OR ALL OF THE ORIGINAL DOCUMENTS SUBMITTED FOR FILING WERE NOT SUITABLE FOR MICROFILMING.

AMENDMENT TO CERTIFICATE OF INCOMPORATION TO THE STATE OF THE STATE OF

RESOLVED that the Certificate of Incorporation of SUGAR. CANE GROWERS COOPERATIVE OF PLOIDIN by committed to read as follows:

> the, the enderstand, all of thom are reptdents 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 ago cooperative association under the provisions of Chapter 618, Florida Statutes of 1959, for the incorporation of an agricultural cooperative 1/2 marketing association."

Article I

The name of the Association shall to 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 agricu

threat products or any products derived therefrom to purchase for the members and patrons form supplies and equipment; to menufacture, process, sell, store, handle, ship, distribute, furnish, supply, and procure may and all such faces supplies and equipment; and to exercise all such powers to any aspectly and on any cooperative boats that may be appeal upon.

the planting and harvesting of sugar case 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

Chis Passciation shall have the following powers:

- (a) To borrow money without limitation as to amount or corporate indebtedness or liability; to give a lieu 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 recessary or convenient for the conduct and operation of the business of the Association, or incidental thereto.

(d) To dirac, make, accept, indepen, guaranter, execute, and hance promitinery action, bills of exchange, drafts, warrants, certificates and all kinds of obligations and negotiable as transferable undeposents for my purpose that is deemed to matter the objects for which this association is formed and to give a lieu on any of the 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 piedge 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 or may be provided for in the bylaws.
- (1) 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 Stute and all powers and rights incidental or conductive to carrying out the purposes for which this Association is formed, except such as are inconsistent with the express previsions of the set under which this Association is incorporated, and to do any such thing anywhere; and the enumeration of the longuing powers shall not be held to limit or restrict in any manner that general powers which may by law be possessed by this Association, all of which are hereby expressly claimed.

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 this 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 tyricultural produces 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 Mave its principal plant of business in the City of Belle Glade, County of Palm Bares 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.

Arcicle VI

The number of Directors in this Association shell be not less than nine (9), and the term of office shell 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-RIVE 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 whall 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 at eligible members of the Association. Producer shall mean and include persons (natural or corporate) actually engaged in the

shall include the tenants of land used for the production of any such products, lessers 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 clights holder of Class A common stock? shall be entitled to only one vote in any meeting of the stage holders. 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 here no rights or privileges on account of such stock, or vote or voice in the management or affaira of the Absociation 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) 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 fand certificates of equal value.

in exercising its right to purchase or to require the

or revolving fund certificate If such holder fails to reliver the certificate evidencing the stock, the Association may cancel such certificate on its books and issue a new certificate of Classia common or issue preferred stock, or revolving fund certificate, it is the case may be, to theparty 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 toold it; and no purported assignment or transfer of common stock and pass to any person not digible to hold it, any rights or privileges on account of such stock or vote or vote in the management of the affuirs 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 stack may be bought and held only by any cligible member in consideration of money, property or services as chall 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, bowever, that each and every single share of Class B common stack chall have no voting rights whatsoever. The ewership of Class B stock shall be in such proportion as the base thomage 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 stemped "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 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 dividence or distributions and liquidation which may hereafter be deciated and paid by the Association.

Section 4. Non-cumulative dividends not to exceed 8% paramous may be paid on the common stock if, as and when declared by the board of directors often 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 armum may be paid on preferred stock, when, if and as a 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 progreta basis at par plus any dividends declared thereon and unpaid, at

comparation is sufficiently to the sufficient

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 particular 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 t conversion into full shares.

board of directors shall have the power, from time to time and any time, to pay off or retire or secure a release or satisfication 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 bankrup; 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 lar value of their stock, plus any dividends declared

restron and empile: before our Matrabatics, is made on the commonly stock, but shall not curtour parallelease, in the secrets of the Association.

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STATE OF FLORIDA COUNTY OF FALSE ESSAUL

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Secretary of SUDER CHES CROWSES EXCRENTIVE OF FIGHTER. I commode the foresting resolution insuling the charter of SUDER CAME. The foresting resolution insuling the charter of SUDER CAME. The foresting resolution insuling the charter of SUDER CAME. The foresting of the Board of Directors of said componential ut a continuous of said componential ut a continuous of said componential standard of said componential called by the Board of Directors for the purpose of adopting said unendment was held, natice of which contained the proposed amendment to be considered, was held on september 19, 1963, immediately following the Spard of Directors secting; and at said meeting of the Stockholders, said proposed of the Certificate of Incorporation was unanimously adopted by a majority of a quorum of the members etterning and meeting and the sections.

1179 Days

IN WITHESS WIEREOF, SUDAH CAME GROWERS COOPERATIVE OF FLORIDA has caused these presents to be signed in its name by its proper officers, and its corporate scal to be affixed and ettested by its Secretary, this A. D. 1963.

SUGAR CAME GROWERS COOPERATIVE

STATE OF FLORIDA

COUNTY OF PALM HEACH

I IMMEDIA CENTIFY CHAT on this _/9 2 R. D. 1963, before me, personally appeared GEORGE H. President of SUGAR CAME GROWERS COOPERATIVE OF PLORIDA, 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 sforessid.

y commission expiren:



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 DÖLLARS (\$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 surrending 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 Associations's marketing agreement, to be issued with such Class C stockholders. Shares of nonvoting 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 Crowers 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.

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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 appreared 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 of day of whe ________, 1981.

Norary Public, State of Florida

My Commission Expires:

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



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 DOMICTLE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVER

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

Dated this 21st day of November , 1985. SUGAR CANE GROWERS COOPERATIVE (CORPORATE SEAL) STATE OF FLORIDA

COUNTY OF PALM BEACH)

I hereby certify that the foregoing instrument was acknow-ledged 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 _, 1985. day of November

ACKNOWLEDGMENT:

Having been numed 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.

Notary Public Stale of Florida The Commission Expires Feb. 16, 1987

ARTICLES OF AMENDMENT
THE CERTIFICATE OF INCORPORATION

SECRETARY OF STATE DIVISION OF COPPORATIONS

00 MAR -9 AM II: 30

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 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.

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 Statutues, on behalf of the Association. They are personally known to be or have produced a driver's license as indentification and did take an oath.

(NOTARY SEAL)

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EXOTRES: 07/19/2002
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