

To: 'FL Dept. of State'
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From: Kate Wonsen

Tuesday, May 22, 2007 2:54 PM Page: 1 of 6

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Florida Department of State
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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SCHWEND, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SCHWEND, INC.**

Pursuant to Sections 607.1002, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"), this Florida corporation (the "Corporation") hereby certifies that:

FIRST: That this Corporation is named **Schwend, Inc.**, and was originally incorporated in the State of Florida on July 26, 1978, under the name "Wright & Becker Farms, Inc.", and the Corporation's name was changed on January 27, 1986 to "Schwend, Inc.", and that these Amended and Restated Articles of Incorporation shall amend, restate and supercede in their entirety any and all prior Articles of Incorporation, as amended, including without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and stockholders of the Corporation in the manner and by the vote required by the Act. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the shareholders on May 21, 2007, and the votes cast for the amendment by the shareholders was sufficient for approval.

**ARTICLE I
Name and Address**

The name of the Corporation is: **SCHWEND, INC.** The mailing and street address of the Corporation is **28945 Johnston Road, Dade City, Florida 33523.**

**ARTICLE II
Term of Existence**

This Corporation is to have perpetual existence subject to the Act.

**ARTICLE III
Purpose**

The general nature of the business to be transacted by this Corporation shall be to operate business, to transport agricultural exempt crops and to engage in transporting pursuits of all kinds and nature whatsoever, and to engage in any other business or economic pursuit not prohibited by the laws of the State of Florida.

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ARTICLE IV
Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Act within or without the State of Florida.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

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(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business, which the Board of Directors shall find, will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its Directors, officers, and employees and for any or all of the Directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its Directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V Capital Stock

The capital stock of this corporation shall consist of five hundred (500) common shares, which shall have a par value of Five Dollars (\$5.00) per share, which shall be designated "Common Stock", as follows:

(a) One Hundred (100) shares of voting common stock, which shall be designated "Voting Common Stock"; and

(b) Four Hundred (400) shares of nonvoting common stock, which shall be designated "Nonvoting Common Stock".

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation affixed by the Directors. Property or labor may also be purchased with capital stock at such valuation as shall be affixed by the Directors.

ARTICLE VI Registered Office and Agent

The street address of the registered office of this Corporation is **One Independent Drive, Suite 1300, Jacksonville, Florida 32202**, and the name of its initial registered agent at such address is **F & L Corp.**

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ARTICLE VII
Initial Board of Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

Name	Address
Charles Schwend	28945 Johnston Road Dade City, Florida 33523
Judith Schwend	28945 Johnston Road Dade City, Florida 33523

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Judith Schwend	28945 Johnston Road Dade City, Florida 33523

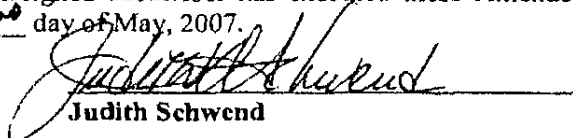
ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation, this 22nd day of May, 2007.


Judith Schwend

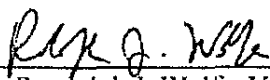
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ACCEPTANCE BY REGISTERED AGENT

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

Dated the 22nd day of May, 2007

F & L CORP.

By: 
Randolph J. Wolfe, Vice President