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JUICE PRODUCTS ASSOCIATION, INC.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
JUICE PRODUCTS ASSOCIATION, INC.
(A Corporation Not for Profit)**

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THE UNDERSIGNED, as President of Juice Products Association, Inc., a Florida not-for-profit corporation, hereby certifies:

1. The name of the corporation is Juice Products Association, Inc.
2. The text of the amendments to the Articles of Incorporation is as follows:
 - A. Article II is hereby deleted in its entirety and the following new Article II is hereby substituted therefor:

**"ARTICLE II
Objects**

The purposes of this corporation shall be as follows with respect to (i) the extraction, processing, packaging and co-packing of fruit and vegetable juices, drinks and bases, and (ii) the production of fruit jams, fruit preserves, fruit jellies, fruit marmalades, fruit pie fillings, fruit butters and compounds, mixtures and similar products, and manufacture of fruit products in baking or processed fruit products used as industrial ingredients (collectively, the "industry"):

- a. To increase members' understanding of industry, regulatory, technical and marketplace dynamics;
- b. To establish and promote high standards throughout the industry;
- c. To advocate members' interests in public policy and other issues affecting the industry;
- d. To strengthen the base of technical and scientific knowledge for use by members and in the corporation's domestic and international advocacy agenda;
- e. To enhance the industry's ability to speak with one voice when addressing issues affecting consumption of the industry's products;

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f. To provide forums for members to exchange information and build positive business relationships to the extent permitted by law;

g. To encourage and facilitate research that creates advantages for all members; and

h. To engage in any lawful activity or business related to the foregoing for which not-for-profit corporations may be incorporated under the laws of the State of Florida."

B. Article III is hereby deleted in its entirety and the following new Article III is hereby substituted therefor:

**"ARTICLE III
Members**

Members of this corporation shall consist of Regular Members and Associate Members. The qualifications, rights and privileges of each such class of membership shall be as established from time to time by the By-Laws of the corporation."

C. Article VI hereby deleted in its entirety and the following new Article VI is hereby substituted therefor:

**"ARTICLE VI
Board of Directors and Officers**

The affairs of this corporation shall be managed by its Board of Directors, composed of the Chairman, First Vice Chairman, Second Vice Chairman, Secretary, Treasurer, and such other officers and directors as are provided in the By-Laws. The terms of office, and method of election or appointment of members of the Board of Directors shall be as provided in the By-Laws of the corporation."

D. Article VIII hereby deleted in its entirety and the following new Article VIII is hereby substituted therefor:

**"ARTICLE VIII
By-Laws**

The By-Laws of this corporation shall be made, altered, amended or rescinded by its Board of Directors as provided in the By-Laws of the corporation, provided that notice of any proposed change in such By-Laws be given to the Board of Directors not less

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than ten nor more than thirty days prior to action on any such proposed change."

E. Article IX is hereby deleted in its entirety.

F. Article X is hereby deleted in its entirety and the following new Article X is hereby substituted therefor:

**"ARTICLE X
Charter Amendments**

This Charter may be amended by resolution as provided in the By-Laws of the corporation."

G. Article XI is hereby deleted in its entirety.

3. On November 5, 2007, the Board of Directors of the corporation adopted the foregoing amendments to the Articles of Incorporation, to become effective upon filing with the Florida Department of State, by a unanimous vote of those Directors present at a meeting duly called and noticed for such purpose, which vote was sufficient for approval. Members are not entitled to vote on the amendments.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of the 5th day of November, 2007.

JUICE PRODUCTS ASSOCIATION, INC.

By: Richard E. Cristol
Richard E. Cristol
President

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