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UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW
ESTABLISHED 1925

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FRANK D. UPCHURCH, JR.
OF COUNSEL
FRANK D. UPCHURCH
(1894-1966)

May 5, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Hastings Potato Growers Association
Our File No. 4-99-003

500002872255--6

-05/12/99--01004--013

*****23.75 *****23.75

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-named agricultural marketing cooperative association, as well as our firm's check in the amount of \$23.75 payable to the Secretary of State, which represents your filing fee (\$15.00) pursuant to Section 618.05, Florida Statutes, and fee for a certified copy (\$8.75). Please file the Articles and furnish me with a certified copy.

Should you have any questions, please contact my office. Thank you in advance for your cooperation and assistance.

Sincerely yours,

Katherine G. Jones
Katherine G. Jones

FILED
99 MAY -7 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
MAY 19 9:29
DIVISION OF CORPORATIONS
ENCLOSURES

Amend
5/14/99

FILED

99 MAY -7 AM 10: 23

CERTIFICATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the president and secretary of the Hastings Potato Growers Association, hereby certify that the attached is a true and correct copy of the duly adopted Articles of Amendment of the Hastings Potato Growers Association, a corporation duly organized and existing under the laws of the State of Florida.

Dated this 29 day of April, 1999.

HASTINGS POTATO GROWERS ASSOCIATION

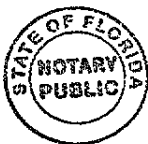
By: Albert B. Johnston, Jr.
Albert B. Johnston, Jr.
Its President

By: Mary L. Vallance
Mary L. Vallance
Its Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 29th day of April, 1999, by Albert B. Johnston, Jr. as President of Hastings Potato Growers Association, a Florida corporation, on behalf of the corporation, who is (☒) personally known to me or (☐) has produced _____ as identification.



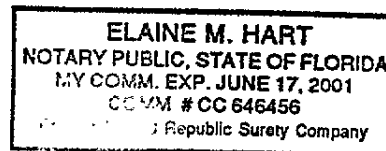
DEBORAH H. THOMAS
My Comm Exp. 5/12/00
Bonded By Service Ins
No. CC551224
☒ Personally Known ☐ Other I. D.

Deborah H. Thomas
Notary Public
Deborah H Thomas
(Name of Notary Typed or Printed)
Commission number: CC551224
Commission expires: 5/12/00

STATE OF FLORIDA
COUNTY OF ST. JOHNS

~~1998~~ 1999 THE FOREGOING instrument was acknowledged before me this ^{28th} day of April,
by Mary L. Vallance as Secretary of Hastings Potato Growers Association, a Florida
corporation, on behalf of the corporation, who is (☒) personally known to me or (☐) has produced
_____ as identification.

Elaine M Hart
Notary Public
Elaine M Hart
(Name of Notary Typed or Printed)
Commission number: CC 646456
Commission expires: 6/17/01



**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF HASTINGS POTATO GROWERS ASSOCIATION**

Pursuant to the provisions of Section 618.05, Florida Statutes (1997), Hastings Potato Growers, a cooperative association organized and existing under the laws of the State of Florida, adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Hastings Potato Growers Association.
2. The following Amendment to the corporation's Articles of Incorporation was approved by two-thirds of the directors and then adopted by the members attending a meeting on March 29th, 1999, of which notice, which included notice of the proposed amendment, was given in the manner prescribed by Chapter 618, Florida Statutes (1997) and the corporation's bylaws:

ARTICLE IV

The term for which such Association is to exist shall be sixty years.

3. The foregoing Amendment was recommended by the Board of Directors and adopted by the affirmative vote of a majority of a quorum of the members entitled to vote thereon, at a meeting of the directors and shareholders held on March 29th, 1999. The number of votes cast in favor was sufficient for approval.

DATED this 29th day of March, 1999.

HASTINGS POTATO GROWERS ASSOCIATION

By: Albert B. Johnston, Jr.
Its President

**NOTICE OF SPECIAL MEETING
OF
DIRECTORS AND SHAREHOLDERS
OF
HASTINGS POTATO GROWERS ASSOCIATION**

A special meeting of the directors and shareholders of Hastings Potato Growers Association shall be held at Hastings, Florida at 2 PM on March 29, 1999. The purpose of the above meeting shall be to discuss the attached amendment to the corporation's articles of incorporation.

HASTINGS POTATO GROWERS ASSOCIATION

By: Mary L. Vallance
Mary L. Vallance
Its Secretary