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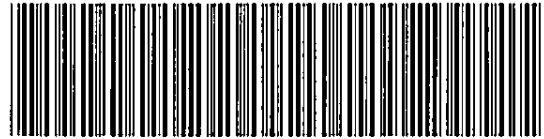
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TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Lake Wales Citrus Growers Association

DOCUMENT NUMBER: 790121

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dawn Hostetler  
Name of Contact Person

Lake Wales Citrus Growers Association  
Firm/ Company

PO Box 1739  
Address

Dundee, FL 33838-1739  
City/ State and Zip Code

dawn.hostetler@dun-d.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dawn Hostetler at ( 863 ) 439-7481  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303



## LAKE WALES CITRUS GROWERS ASSOCIATION

P. O. BOX 1739  
DUNDEE, FLORIDA 33838-1739  
PHONE 863-439-5710  
FAX 863-439-1535

March 26, 2024

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

The Restated Articles of Incorporation contain an amendment requiring member approval. This was adopted on December 18, 2023 by the members. There were five (5) votes cast which constituted a quorum of the Board of Directors passing the amendment.

I have enclosed a draft copy of the Minutes of the Annual Meeting dated December 18, 2023.

Please let me know if you need any additional documentation.

Sincerely,

Dawn Hostetler  
Treasurer

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LAKE WALES CITRUS GROWERS ASSOCIATION**

We, the undersigned, all of whom are engaged in the production of agricultural products as growers of citrus fruit do hereby voluntarily associate ourselves together for the purpose of forming a non-profit cooperative marketing association with capital stock, under Chapter 618, of the Statutes of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation shall be Lake Wales Citrus Growers Association and is referred to in these Articles as the "Association".

**ARTICLE II. PURPOSES**

The purposes for which this Association is organized are to engage in any activity in connection with the producing, marketing, selling, preserving, growing, harvesting, processing, canning, packing, grading, warehousing, storing, handling, shipping or utilizing of citrus fruits, or any other agricultural product; or in the manufacturing or marketing of the by-products thereof, or in connection with any of the activities mentioned herein, in the manufacturing, purchasing, selling, hiring, or using of supplies, machinery or equipment; or in the financing of any of the above enumerated activities; or in performing business, or educational service on a cooperative basis for those engaged in agriculture as bona fide producers of citrus fruit or other agricultural products; or in any one or more of the activities specified herein. *Provided, always,* that this corporation shall not, during any fiscal year of its existence, deal in citrus fruit or any other agricultural products, handle machinery, equipment, or supplies, or perform services of any kind for and on behalf of persons who are not stockholders to an amount greater in value than such as are dealt in, handled or performed by it for and on behalf of its stockholders during the same period. This Association shall also have and enjoy each and all of the powers granted under Chapter 618 of the Florida Statutes not inconsistent herewith as well as any and all additional owners that may be hereafter granted by amendments thereto not inconsistent herewith.

### **ARTICLE III. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Association shall be in the City of Lake Wales, Polk County, Florida, or such other place within the State of Florida as shall be designated by the Board of Directors of the Association.

### **ARTICLE IV. EXISTENCE**

This association or corporation shall have perpetual existence unless sooner dissolved in the way and manner provided by law.

### **ARTICLE V. BOARD OF DIRECTORS**

The affairs of this corporation shall be managed by a board of not less than three Directors who shall be elected by the stockholders from among their own number at each annual meeting of the association, and except that duly authorized representative(s) of a corporation which owns stock may be elected as a Director. The number of Directors may be increased or decreased by the stockholders to any number not less than three at any annual meeting or at any special meeting called for that purpose. The Directors shall serve from the time of their election until the next annual meeting of the stockholders or until the election and qualification of their successors. When a vacancy on the Board of Directors occurs other than by expiration of term, the remaining members of the board, by a majority vote, may fill the vacancy.

### **ARTICLE VI. CAPITAL**

The total amount of capital stock that the Association is authorized to issue shall be Ten Thousand Dollars (\$10,000.00) divided into Ten Thousand (10,000) Shares of Common Stock each having a par value of One Dollar (\$1.00) per share. This Association shall have only one class of stock being the common stock of the Association, and such stock shall be issued and sold only to—

1. persons who are producers of agricultural products,
2. persons or cooperative associations who have been producers of agricultural products and who still own the land on which those products were produced, under such terms as may be determined by the Board of Directors, or
3. cooperative associations of such current or former producers as defined in Section 618 of the Florida Statutes

—who patronize the Association and are otherwise qualified in accordance with

the bylaws of the Association. Such persons or organizations shall be considered members of this association, but only members who are actively producing agricultural products shall have and possess all of the voting power of the Association. Each stockholder shall be required to subscribe and pay for such quantity of the common stock as may be determined by the Board of Directors. No stockholder shall be liable for the debts of the Association to an amount exceeding the sum paid for such stockholder's capital stock. No stockholder of this Association shall own more than one third of the outstanding common stock of this Association.

In the event of liquidation or dissolution of the Association in any manner, all monies and properties of the Association shall be deemed general assets, to be distributed and applied as follows:

FIRST: All the debts, liabilities and obligations of the Association shall be paid other than the obligation evidenced by the capital stock of the Association or other capital equity credits.

SECOND: After payment of the foregoing, all outstanding per unit retains or other capital equities as shown on the Books of the Association shall be retired in full or on a pro-rata basis.

THIRD: After payment of the foregoing, all outstanding capital stock of the Association shall be retired in full or on a pro-rata basis.

FOURTH: Members of the Association on December 15, 2016, shall share in the amount of capital equity credits issued to the Association by other organizations, including Citrus World (Florida's Natural Growers), before December 16, 2016 in proportion to each such Member's total patronage of the Association through December 15, 2016 *inclusive of* any increase (but exclusive of any decrease) in value having occurred following such date, in the proportion that these pre-December 16, 2016 capital equity credits bear to the total capital equity credits due the Association on the actual date fixed for their distribution.

FIFTH: Any balance remaining shall be distributed to current members of the Association on the basis of the member's patronage dating from December 16, 2016, over a period not to exceed twenty years. The Association's Board of Directors shall be, and hereby is, vested with the authority to modify this Paragraph FIFTH, through bylaw, to conform with the governing documents of any agricultural marketing cooperative association with which the Association may merge, join, or be acquired by in the future.

## **ARTICLE VII. MEETINGS, VOTING AND QUORUM**

At all annual and special meetings of stockholders, each stockholder shall be entitled to one vote only regardless of the number of shares held by such stockholder, *provided, however,* that the bylaws of the Association may provide for voting on any or all questions on a patronage basis. Stockholders shall have the right to vote by written proxy at both annual and special meetings. Cumulative voting shall not be permitted. Members holding one- third of the votes authorized to be cast, present in person or by written proxy, shall constitute a quorum for the transaction of business at any annual or special meeting.

## **ARTICLE VIII. ANNUAL MEETING**

The annual meeting of the stockholders of the Association shall be held at the office of the Association at such time and place as shall be fixed by the Board of Directors provided that not less than two weeks written notice of such time and place shall be given to each stockholder by mailing the same to the address shown in the stock book of the Association. The Board of Directors shall have the right to call a special meeting of the stockholders at anytime and the holders of ten percent of the authorized voting power of the Association may at any time file with the Directors a petition demanding a special meeting and stating the specific business to be brought before the Association at such special meeting. It shall thereupon become the duty of the Board of Directors to call such special meeting not more than five days after the receipt of the petition and to fix the date thereof at not more than twenty days after the filing of the same. Written notice of all special meetings, together with the statement of the purposes thereof, shall be mailed to each stockholder at least ten days prior to the meeting. No business shall be transacted at any special meeting except such as may be comprehended within the statement of the purposes thereof as mailed to each stockholder entitled to vote.

## **ARTICLE IX. OFFICERS**

The Directors shall elect from their own number a President and a Senior Vice President. They shall also elect a Secretary, a Treasurer, and such other officers as may be provided for in the Bylaws, none of whom need be directors or stockholders. All such officers shall hold office during the pleasure of the Board of Directors, and shall have such powers and duties as may be conferred upon them by law or by the bylaws.

## **ARTICLE X. RESTRICTIONS ON TRANSFER**

Neither the capital stock of this Association, nor any capital equity credits it may issue shall be transferable except to the Association upon redemption, and any purported transfer shall be deemed null, void and of no effect. The common stock of this Association may be held only by a producer of agricultural products or a cooperative association of such producers who shall have been approved by the Board of Directors, and who shall have subscribed to the bylaws of the Association and executed its marketing agreement. Whenever any stockholder shall cease to qualify as a producer of agricultural products, or shall fail to comply with the bylaws, or with the marketing agreement of the Association, the voting power held by such stockholder shall immediately be suspended until such time as the Directors shall find by majority vote that such stockholder is again qualified to hold stock under these Articles of Incorporation. The property right of any stockholder shall not in any case be affected by such suspension of his voting power except that the Directors of the Association may call in and retire the common stock previously issued to and held by such stockholder. In such case the value of such stock shall be equitably and conclusively appraised by the Board of Directors of the Association at any amount no greater than par value and the same shall be purchased by the Association at such value within one year. In addition, the bylaws of the Association shall set out the manner, means and causes whereby membership in this Association may be terminated. This provision of the Articles of Incorporation shall be printed upon all certificates of capital stock of the Association.

## **ARTICLE XI. AMENDMENT**

These Articles of Incorporation may be altered or amended at any annual meeting of the stockholders or at any special meeting of the stockholders called for that purpose. An amendment must be approved by two thirds of the Directors and then adopted by the stockholders by a vote representing two-thirds of the total authorized votes at the time existing. It shall be the responsibility of the President and Secretary of the Association to cause a certificate of any such amendment to be recorded as provided by law.



**Lake Wales Citrus Growers Association  
Minutes of the Annual Meeting  
December 18, 2023**

The Annual Meeting of the Stockholders of Lake Wales Citrus Growers Association was held at Dundee Citrus Growers Association, in Dundee, Florida, and via Zoom Meeting. The meeting was called to order by Chairman & President Michael J. Smith at 10:00 A.M., December 18, 2023. There was a quorum with 9,883 Boxes represented by stockholders present and written proxies.

The following Directors were present: Michael J. Smith, Ann Jacob, Dr. Bruce L. Jacob, David Smith, and Dr. John R. Smith.

Guests present included: Steven B. Callaham, Jennifer Schaal, Dawn Hostetler, Dave Mereness, David Crews, John Husted and Bruce Jacob.

It was moved, seconded and carried that the minutes of the Annual Meeting held December 19, 2022 be approved as mailed.

Michael J. Smith gave the Lake Wales Citrus Growers Association report.

Steven B. Callaham gave the Dundee Citrus Growers Association report.

It was moved, seconded and carried to approve the Amended Articles of Incorporation.

It was moved, seconded and carried to have Lake Wales Citrus Growers Association retain the \$1 stock and only return the monies if the grower requests it.

It was moved, seconded and carried to approve the legal actions of the directors and officers through August 31, 2023.

It was moved, seconded and carried that upon motion of the nominating committee and with nominations from the floor, the following directors were elected:

Ryan Bassett, David Crews, Edwin Friedlander, Kathy Friedlander, John Husted, Ann Jacob, Dr. Bruce L. Jacob, David Smith, Michael Smith, and Dr. John R. Smith.

It was moved, seconded and carried to adjourn the annual meeting.

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Dawn Hostetler, Secretary/Treasurer