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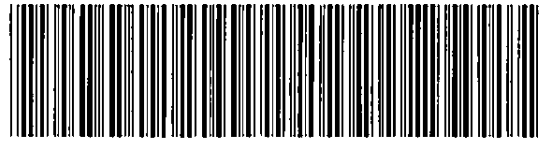
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Law Offices

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March 12, 2024

Florida Department of State
Amendment Section
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

In Re: Winter Haven Citrus Growers Association (a nonprofit
Agricultural Cooperative Marketing Association duly formed
and presently existing pursuant to Chapters 618 & 619, Florida Statutes)
Document No.: 790218

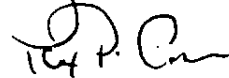
Gentlemen:

Enclosed herewith in connection with the above-referenced matter, please find original of "Articles of Incorporation of Winter Haven Citrus Growers Association (as Restated and Amended, November 6, 2023)" together with "Certificate of Restated and Amended Articles" attached thereto.

It would be appreciated if you would please file same as appropriate in the Division's records. Check #18858, in the amount of \$52.50, provides for the performance of this service.

Thanking you for your usual kind, courteous and prompt consideration, I am

Very truly yours,



Rex P. Cowan

RPC:mjg
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES TO INCORPORATION
OF
WINTER HAVEN CITRUS GROWERS ASSOCIATION
(As Restated and Amended, November 6, 2023)

ARTICLE I
(Name)

The name of this corporate association shall be WINTER HAVEN CITRUS GROWERS ASSOCIATION.

ARTICLE II
(Purposes & Powers)

This association is formed for the following purposes:

To promote and provide a medium for the cooperative unity of effort by producers and cooperative associations of producers of citrus fruits in the handling and marketing of same and any and all derivatives and products thereof; to effect economies and reduce waste in relation thereto; and to do anything that is conducive to the policy of the Congress of the United States as stated in the Agricultural Marketing Act and amendments thereto.

This association shall have the following powers:

To engage in any activity in connection with the producing, marketing, selling, preserving, growing, harvesting, drying, processing, manufacturing, canning, packing, grading, warehousing, storing handling, hauling, transporting, shipping, or utilizing of citrus fruit or in the manufacturing or marketing of the by-products thereof; or in any activities in connection with the manufacturing, purchasing, hiring or using supplies, machinery or equipment; or in financing of any of the above enumerated activities, or in performing business or educational services, on a cooperative basis, for those engaged in agriculture as bona fide producers of citrus fruit; or in any one or more of the activities specified herein.

To also have and enjoy each and all of the powers granted such corporations under said The Agricultural Cooperative Act not inconsistent herewith, as well as any and all additional powers that may be hereafter granted by amendments thereto not inconsistent herewith.

ARTICLE III
(Principal Office)

The principal office of the association within the State of Florida is to be located in Polk County, which office shall be its principal place of business. It may have branch offices at other such places within or without the State of Florida as may be determined by its Board of Directors.

ARTICLE IV
(Term of Existence)

The term for which this association is to exist is perpetually from and after the date hereof.

ARTICLE V
(Board of Directors)

The affairs of this association shall be managed by a Board of not less than three (3) Directors who shall be elected by the stockholders who are entitled to vote, from among their own number, at each annual meeting of such stockholders. The by-laws of this association may contain provisions in respect to the term or terms of office of Directors whereby Directors shall be elected to serve for terms of different or varying length, not to exceed three (3) years, so that as nearly as possible one-third of the members of the Board of Directors shall be elected at each annual meeting of the stockholders. When a vacancy on the Board of Directors occurs, other than by expiration of a term, the remaining members of the Board, by a majority vote, shall fill the vacancy.

ARTICLE VI
(Capital Stock)

The amount of capital stock of the WINTER HAVEN CITRUS GROWERS ASSOCIATION shall be Two Hundred Fifty Thousand Dollars (\$250,000.00), to be divided into 50,000 shares of common stock, designated as "Class A" stock, of the par value of One Dollar (\$1.00) per share and 200,000 shares of preferred stock, designated as "Class B" stock, of the par value of One Dollar (\$1.00) per share.

Class A stock shall be issued and sold only to and thereafter held by persons, natural or otherwise, who have been approved by the Board of Directors as qualified to own and hold such stock and who are producers of citrus fruit through this association, and shall have and possess all of the voting power of this association. Such persons shall each be required to subscribe and pay for one share of said Class A stock. The by-laws may provide that the holders of Class A stock may vote upon any and all questions upon a patronage basis.

Class B stock, without voting power, may be issued by this association to any person, firm or corporation to whom this association may be indebted or in payment of any obligations assumed by this association. Class B stock shall have stamped on its face the words "This stock has no voting power" and may be issued in fractions of shares.

Dividends at the rate of four percent per annum shall be paid on the Class B stock as and when declared by the Board of Directors and shall not be cumulative but must be paid before any dividends are paid on the Class A stock, as well as before any distribution of reserves and surpluses is made to the holders of Class A stock. Dividends on Class A stock shall not exceed eight percent per annum and shall be paid as and when declared by the Board of Directors and shall not be cumulative.

Subject to the limitations, restrictions and conditions contained in the certificates thereof, Class B stock, or any part thereof shall be callable at par at any time as may be provided in the by-laws and the amount thereof shall be determined by the Board of Directors, depending on the available funds, and the certificates of stock to be so called shall be determined by lot by the Board of Directors; provided, however, that the association may at any time by the vote of a majority of its Directors purchase, hold, reissue and/or resell any number of shares of Class B stock.

This association, by the vote of a majority of its directors, may establish and accumulate reserves out of savings and receipts, including a permanent surplus fund as an addition to capital. All net income in excess of additions to reserves or surpluses so established after payment of any stock dividends that may be declared shall be distributed to the parties entitled thereto on the basis of patronage.

Upon the dissolution or winding up of this association in any manner, all outstanding indebtedness of the association shall be paid in full. Next, Consolidated Equities, defined as including: i) Class A common stock and any declared but unpaid dividends thereon; ii) Class B preferred stock and any declared but unpaid dividends thereon; iii) allocations to patrons' equity accounts, whether or not evidenced by certificates (as defined by the by-laws of the Association); and, iv) declared but unpaid patronage refunds (also known as patronage dividends), shall be paid in full. Provided, however, that if the assets of the Association are insufficient to pay all such Consolidated Equities in full, then these equities will be paid on a *pro rata* basis without priority.

If any assets of the association then remain, they shall be paid out as a liquidating dividend to Class A stockholders of the association in good standing as of the commencement of dissolution or winding up activities, hereinafter referred to as "Participating Members". For the purpose of this paragraph, a Class A stockholder shall be defined as one who is in good standing, has not voluntarily resigned membership in the association, and has not had voting power suspended by the Board

of Directors as provided for in Article XIII of the association's by-laws. Each Participating Member's percentage share of the liquidating dividend shall be determined by dividing such Participating Member's total patronage with the association during the twenty (20) full fiscal years of the association next preceding commencement of dissolution or winding up by the total patronage of all Participating Members of the association during the same twenty (20) year period. Patronage shall be measured by the number of standard boxes of citrus fruit of one and three-fifths ($1\frac{3}{5}$) bushel box, or the equivalent in volume, marketed by the association for all such Participating Members.

ARTICLE VII (Stockholder Voting)

At all meetings of the stockholders, each stockholder holding Class A stock of the association shall be entitled to vote upon any and all questions upon a patronage basis, as provided for in the by-laws. Stockholders holding stock entitled to vote shall have the right to vote by written proxy. Cumulative voting shall not be permitted.

Class A stockholders holding and entitled to cast one-third ($1/3$) of the total number of votes entitled to be cast under the provisions by the by-laws, 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 Meetings)

The annual meetings of the holders of Class A stock of this association shall be held within the State of Florida on such date of each year, and at such hour and place as shall be determined by the Board of Directors; provided, however, that said date shall always be within ninety (90) days after the close of the fiscal year of the association. Not less than two weeks written notice shall be given to each stockholder entitled to vote of the date, time and place for holding each annual meeting by mailing same to him at this place of residence as shown in the stock book of the corporation.

Special meetings of the stockholders may be called in the way and manner and under the circumstances provided for by applicable provisions of law.

ARTICLE IX (Officers)

The Directors shall elect from their own number a President and one or more Vice-Presidents. They shall also elect a Secretary, a Treasurer and such other officers as may be provided for in the by-laws. Only the President and Vice President need be Directors.

All officers shall hold office during the pleasure of the Board of Directors and shall have such power and duties as may be conferred upon them by law and by the by-laws.

ARTICLE X
(By-Laws)

This association shall adopt for its government and management a code of by-laws not inconsistent with the powers granted by applicable laws. A majority vote of a quorum of the stockholders holding Class A stock, attending a meeting of which notice of the proposed by-law or by-laws shall be given, shall be sufficient to adopt or amend such by-laws.

ARTICLE XI
(Transfer of Capital Stock)

The capital stock of this association shall be transferable only at the office of the association and on its books and only when the holder of said capital stock shall not be indebted to the association. Class A capital stock, entitled to vote, may be transferred only to a producer of citrus fruit or cooperative association of producers of citrus fruit who shall have been approved by the Board of Directors and who shall have subscribed to the by-laws of the association and executed its marketing contract. Whenever any stockholders holding Class A stock of this association shall cease to be a producer of citrus fruit or cooperative association of such producers or shall fail to comply with the by-laws or with his marketing contract with the association, or who shall cease to market his fruit through this association, the voting power of the stock held by such stockholder shall immediately and automatically be suspended until such time as the directors shall find by a majority vote that such stockholder is again qualified under these Articles of Incorporation. The property right of any such stockholder shall not in such case be affected by such suspension of his voting power, except that the directors of the association may call in and retire the Class A stock theretofore issued to and held by such stockholder. In such case, the value of such stock shall be conclusively appraised by the Board of Directors of the association and purchased by the association at such value within one year.

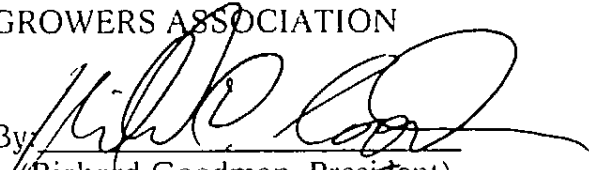
ARTICLE XII
(Amendment of Articles)

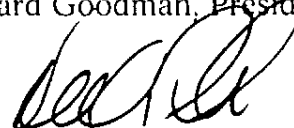
These Articles of Incorporation may be altered or amended at any meeting of the stockholders entitled to vote or at any special meeting called for the purpose, in the way and manner provided by applicable provisions of law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation of WINTER HAVEN CITRUS GROWERS ASSOCIATION (AS Restated and Amended, November 6, 2023) are hereby subscribed to by the undersigned, who are the

President and Secretary, respectively, of said Winer Haven Citrus Growers Association.

WINTER HAVEN CITRUS
GROWERS ASSOCIATION

By: 
(Richard Goodman, President)

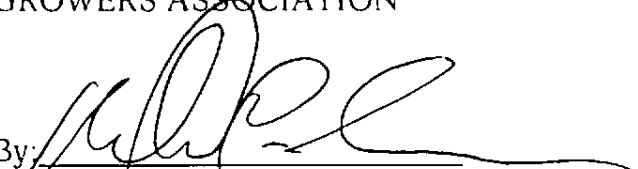
Attest: 
(Ted Schrader, Secretary)

STATE OF FLORIDA
COUNTY OF POLK

We, the undersigned, who are the President and Secretary respectively of WINTER HAVEN CITRUS GROWERS ASSOCIATION, a corporation under the laws of the State of Florida, do hereby certify that at a meeting of the Board of Directors of said Association, duly called and held, the above and foregoing Articles of Incorporation (as Restated and Amended, November 6 2023) of said Association were duly approved by two-thirds of the Directors of said Association and that thereafter said Articles of Incorporation were duly adopted, by a vote representing a majority of a quorum of the stockholders entitled to vote attending a meeting, on the 6th day of November, 2023, of which notice of said Articles of Incorporation to be restated and amended had been duly given.

IN WITNESS WHEREOF, we have hereunto set our hands and seal of said Association on this the 6th day of ~~February~~, 2024.
March

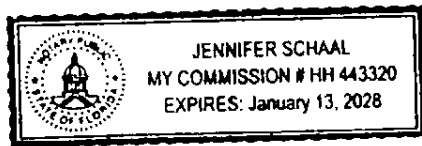
WINTER HAVEN CITRUS
GROWERS ASSOCIATION

By: 
(Richard Goodman, President)

Attest: 
(Ted Schrader, Secretary)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 6th March ~~February~~, 2024, by Richard Goodman and Ted Schrader, the President and Secretary, respectively, of WINTER HAVEN CITRUS GROWERS ASSOCIATION, a corporation under the laws of the State of Florida, on behalf of said corporation. They are personally known to me and did take an oath.




NOTARY PUBLIC
My Commission expires: 1/13/2028

CERTIFICATE OF RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
WINTER HAVEN CITRUS GROWERS ASSOCIATION

1. The name of the corporate association is WINTER HAVEN CITRUS GROWERS ASSOCIATION.

2. The restated Articles amend the final paragraph of Article VI, so that such final paragraph of said Article VI shall read as follows:

ARTICLE VI
(Capital Stock)

*

*

*

Upon the dissolution or winding up of this association in any manner, all outstanding indebtedness of the association shall be paid in full. Next, Consolidated Equities, defined as including: i) Class A common stock and any declared but unpaid dividends thereon; ii) Class B preferred stock and any declared but unpaid dividends thereon; iii) allocations to patrons' equity accounts, whether or not evidenced by certificates (as defined by the by-laws of the Association); and, iv) declared but unpaid patronage refunds (also known as patronage dividends), shall be paid in full. Provided, however, that if the assets of the Association are insufficient to pay all such Consolidated Equities in full, then these equities will be paid on a *pro rata* basis without priority.

If any assets of the association then remain, they shall be paid out as a liquidating dividend to Class A stockholders of the association in good standing as of the commencement of dissolution or winding up activities, hereinafter referred to as "Participating Members". For the purpose of this paragraph, a Class A stockholder shall be defined as one who is in good standing, has not voluntarily resigned membership in the association, and has not had voting power suspended by the Board of Directors as provided for in Article XIII of the association's by-laws. Each Participating Member's percentage share of the liquidating dividend shall be determined by dividing such Participating Member's total patronage with the association during the twenty (20) full fiscal years of the association next preceding commencement of dissolution or winding up by the total patronage of all Participating Members of the association during the same twenty (20) year period. Patronage shall be measured by the number of standard boxes of citrus fruit of one and three-fifths

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(1 3/5) bushel box, or the equivalent in volume, marketed by the association for all such Participating Members.

3. No shares will be exchanged, reclassified or cancelled as a result of this restatement.

4. This restatement was adopted on November 6, 2023.

5. The holders of Class "A" stock of the association were entitled to vote with respect to this restatement.

6. On November 6, 2023, there were 26 outstanding shares of Class "A" stock in the association, representing a total of 26 possible votes according to its By-Laws. A meeting was held on November 6, 2023, and the holders of 14 shares of Class "A" stock were present, representing 14 possible votes and a quorum. At said meeting, all 14 holders of Class "A" stock represented cast all their votes in favor of the adoption of the restated Articles. The number of votes in favor of adopting the restated Articles was sufficient for approval thereof.

7. The Articles of Incorporation of Winter Haven Citrus Association (as Restated and Amended November 6, 2023) are intended to, and do, consolidate all amendments into a single document as well as supersede the original Articles of Incorporation and all amendments to the Articles of Incorporation.

8. These Articles are being filed with the Florida Department of State pursuant to Section 607.0120(11)(e), Florida Statutes (2023).

IN WITNESS WHEREOF, we have hereunto set our hands and seal of said Association on this 7th day of March, 2024.

WINTER HAVEN CITRUS
GROWERS ASSOCIATION

By: 

(Richard Goodman, President)

Attest: 

(Ted Schrader, Secretary)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 7th
March, 2024, by Richard Goodman and Ted Schrader, the President and
Secretary, respectively, of WINTER HAVEN CITRUS GROWERS
ASSOCIATION, a corporation under the laws of the State of Florida, on behalf
of said corporation. They are personally known to me and did take an oath.




NOTARY PUBLIC
My Commission expires: 1/13/2028