

790441

LAW OFFICES OF  
GOULD, COOKSEY, FENNELL,  
O'NEILL & MARINE, P. A.

JOHN R. GOULD (1921-1988)  
BYRON T. COOKSEY  
DARRELL FENNELL  
EUGENE J. O'NEILL\*

979 BEACHLAND BOULEVARD  
VERO BEACH, FLORIDA 32963  
TELEPHONE (561) 231-1100  
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CHRISTOPHER H. MARINE  
DAVID M. CARTER  
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\*FLA. BOARD CERTIFIED  
CIVIL TRIAL LAWYER

December 12, 1997

VIA FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
Department of State  
Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 30 PM 2:58

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-12/15/97--01074--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

In re: SEBASTIAN CITRUS ASSOCIATION, INC.

Gentlemen:

Enclosed please find an original and one copy of the Certificate of Amendment of Articles of Incorporation of, SEBASTIAN CITRUS ASSOCIATION, INC., together with a check in the amount of \$87.50 as follows:

Filing Fee	\$35.00
Certified Copy	<u>\$52.50</u>
	\$87.50

Please file this Certificate of Amendment to Articles at your earliest convenience return the certified copy to this office. Please telephone our office collect should require any additional information.

Thank you for your cooperation in this regard.

Very truly yours,

Byron T. Cooksey

Amend  
Sp 12/30/97

BTC/psv

cc: S. Thomas Hamilton, Jr., CPA

Established 1955

LAW OFFICES OF  
**GOULD, COOKSEY, FENNELL,  
O'NEILL & MARINE, P. A.**

JOHN R. GOULD (1921-1988)  
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December 29, 1997

VIA FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
Department of State  
Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

Attention: Thelma Lewis

In re: SEBASTIAN CITRUS ASSOCIATION

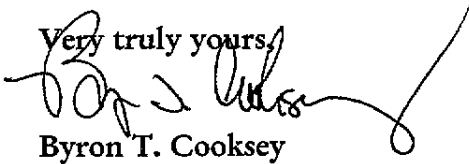
Dear Ms. Lewis:

Thank you for your letter of December 19, 1997. Enclosed please find a revised original and one copy of the Certificate of Amendment of Articles of Incorporation of, SEBASTIAN CITRUS ASSOCIATION.

Please file this Certificate of Amendment to Articles at your earliest convenience and return the certified copy to this office. Please telephone our office collect should you require any additional information.

Thank you for your cooperation in this regard.

Very truly yours,

  
Byron T. Cooksey

BTC/psv



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 19, 1997

BYRON T. COOKSEY, ESQ.  
GOULD, COOKSEY, FENNELL, O'NEILL, ET AL  
979 BEACHLAND BLVD.  
VERO BEACH, FL 32963

SUBJECT: SEBASTIAN CITRUS ASSOCIATION  
Ref. Number: 790441

We have received your document for SEBASTIAN CITRUS ASSOCIATION and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

*Reference*  
*OK*  
*per*  
*SF*  
Please delete the word stockholders. Pursuant to F.S., 618.05, the document must contain a statement that the amendment was approved by two-thirds of the directors and then adopted by a vote representing a majority of a quorum of the members attending the meeting of which notice of the proposed amendment was given.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 097A00059841

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
SEBASTIAN CITRUS ASSOCIATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 DEC 30 PM 2:58

SEBASTIAN CITRUS ASSOCIATION, under its corporate seal and acting by its President and Secretary, does hereby certify that the Stockholders and Board of Directors of said corporation did, under date of November 20, 1997 adopt a resolution setting forth a proposed amendment to the Articles of Incorporation of this corporation, as hereinafter set out, and did declare the advisability of such amendment and did call a meeting of the stockholders of record entitled to vote for the consideration thereof.

IT IS FURTHER certified that on November 20, 1997, a meeting of the directors of SEBASTIAN CITRUS ASSOCIATION, was held at the offices of the corporation, in Vero Beach, Florida, notice of said meeting having been waived by all of the directors of record entitled to vote in person or by proxy, and the amendment was approved by more than two-thirds of the directors and then adopted by a vote representing a majority of a quorum of the members attending the meeting of which notice of the proposed amendment was given.

WHEREFORE, it is herewith certified that SEBASTIAN CITRUS ASSOCIATION, a Florida corporation, has and does amend its Articles of Incorporation hereto filed in the office of the Secretary of State of the State of Florida as to Article IV thereof retroactive to December 18, 1992, so that Article IV of said Articles of Incorporation hereafter shall read as follows:

"ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law."

WHEREFORE, it is herewith certified that SEBASTIAN CITRUS ASSOCIATION, a Florida corporation, has and does amend its Articles of Incorporation hereto filed in the office of the Secretary of State of the State of Florida as to Article VI thereof, so that Article VI of said Articles of Incorporation hereafter shall read as follows:

"ARTICLE VI

The amount of capital stock authorized for the corporation is a maximum of 120 SHARES of Class A common voting stock having One Dollar (\$1.00) par value and which shall be issued as fully paid and non-assessable and 1,200 SHARES of Class A nonvoting common stock having One Dollar (\$1.00) par value and which is fully paid and nonassessable. The stock of this corporation shall be so assigned, issued and transferred

only in accordance with such bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the company."

JACK K. VICKERS, sole stock holder of record as of November 20, 1997 shall receive 120 shares of the Class A voting common stock and 1,200 shares of the Class A nonvoting stock upon surrender and cancellation of the old shares.

The above constitute the only amendments to said Articles of Incorporation.

IN WITNESS WHEREOF, said corporation has caused this certificate to be executed in its name by its President, attested by its Secretary and its corporate seal hereto affixed, by due authority, this 20th day of November, 1997

SEBASTIAN CITRUS ASSOCIATION,

BY: Jack K. Vickers  
JACK K. VICKERS, President and Director

(CORPORATE SEAL)

ATTEST

BY: Michael E. Vickers  
MICHAEL E. VICKERS, Secretary

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

PERSONALLY APPEARED before me, the undersigned officer, authorized to administer oaths, JACK K. VICKERS, as President and Director of SEBASTIAN CITRUS ASSOCIATION, ~~INC.~~, a Florida Corporation, to me well known and known to me to be the individual and officer of said corporation described in and who executed the foregoing Certificate, and he duly acknowledged before me that he executed the same for the purposes therein expressed as the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at county and state aforesaid, this 12th day of December, 1997.

Paula S. Vance  
NOTARY PUBLIC, State of Florida  
at Large. My commission expires:



PAULA S. VANCE  
My Comm Exp. 8/20/99  
Bonded By Service Ins  
No. CC486952

[1] Personally Known [1] O.G. I.D.