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TALLAHASSEE FLORIDA

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## Florida Foundation Seed Producers, Inc.

November 4, 2011

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

Re: Florida Foundation Seed Producers, Incorporated  
Amended and Restated Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation for Florida Foundation Seed Producers, Incorporated and a check for the filing fee, certificate of status, and certified copy.

Sincerely,

A handwritten signature in black ink, appearing to read "John C. Beuttenmuller", is written over a large, stylized circular flourish.

John C. Beuttenmuller  
Executive Director, Secretary/Treasurer

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Florida Foundation Seed Producers, Incorporated  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: John C. Beuttenmuller  
Name (Printed or typed)

PO Box 309  
Address

Greenwood, FL 32443  
City, State & Zip

850-594-4721  
Daytime Telephone number

beutt@ffsp.net  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FLORIDA FOUNDATION SEED PRODUCERS INCORPORATED**

TO: Department of State  
Tallahassee, Florida 32314

The undersigned, as Chairperson of the Board of Directors and Secretary of Florida Foundation Seed Producers Incorporated ("Corporation"), a not-for-profit corporation organized for agricultural, scientific and educational purposes under the provisions of Chapter 617, Florida Statutes, do hereby certify:

That the original name of the Corporation was Florida Foundation Seed Producers Incorporated and that the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on June 27, 1943; and

That an amendment to the Articles of Incorporation was filed with the Florida Secretary of State on June 21, 1994; and

That on December 5, 2007, the Board of Directors and members of the Corporation voted to amend and restate in their entirety the Articles of Incorporation of the Corporation by a majority vote of its members as provided for in the Articles of Incorporation of the Corporation; and

That on December 6, 2010, the Board of Directors and members of the Corporation voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a majority vote of its members as provided for in the current Articles of Incorporation of the Corporation; and

That any amendments included in this Restatement have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there are no discrepancies between the Corporation's Articles of Incorporation as previously amended and the provision of these restated Articles of Incorporation other than inclusion of the amendments and other matters of historical interest.

**NOW, THEREFORE**, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I - NAME**

The name of the corporation shall be **FLORIDA FOUNDATION SEED PRODUCERS, INCORPORATED**.

**ARTICLE II - ADDRESS AND REGISTERED AGENT**

The address of the registered office of this corporation is 3913 Highway 71, Marianna, Florida, 32446, County of Jackson, State of Florida and the name of the registered agent of the corporation at this address is John C. Beuttenmuller.

**ARTICLE III - DURATION AND DISSOLUTION**

The Corporation shall exist for fifty (50) years from and after the date of its incorporation, until dissolved by law or by written consent of two-thirds of its members.

#### **ARTICLE IV - PURPOSE**

The Corporation is formed for and shall operate exclusively for agricultural, scientific and educational purposes in the State of Florida which shall include but not be limited to the following purposes:

(1) To make available annually to Florida farmers and producers of crop seed and nursery stock, foundation seed stock of the best known varieties adaptable to Florida climate and soils in adequate quantities and at reasonable prices.

(2) To cooperate with the Florida Agricultural Experiment Station of the University of Florida in making available to residents of Florida new and improved varieties of crop seed and nursery stock and to obtain such improved seeds stocks by purchase, barter, lease, or gift; to propagate and increase the same through any agency and particularly by contracting with producers and institutions; and to disseminate such increased stocks to its members and others.

(3) To receive, hold, invest and administer property and to make expenditures to or for the benefit of the University of Florida.

#### **ARTICLE V –POWERS**

The Corporation shall have the following powers:

(1) To borrow money without limitation as to amount of corporate indebtedness or liability; to give a lien on any of its property as security therefor in any manner permitted by law; and to make advance payments and advances to producers.

(2) To act as the agent or representative of any producer or producers in any of the activities mentioned in Article IV hereof.

(3) To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Corporation, or incidental thereto.

(4) To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Corporation is formed and to give a lien on any of its property as security therefor.

(5) To acquire, own and develop any interest in patents, trademarks, copyrights and other forms of intellectual property rights protection consistent with Article IV connected with or incidental to the business of the Corporation.

(6) To cooperate with other similar corporations in creating central, regional, or national cooperative agencies, for any of the purposes for which this Corporation is formed, and/or to become a member or stockholder of such agencies as now or

hereafter may be in existence.

(7) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on not-for-profit corporations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this Corporation is formed, and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this Corporation, all of which are hereby expressly claimed.

#### **ARTICLE VI - LIMITATIONS ON POWERS**

All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(5) or Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The management of the business and affairs of the Corporation shall be vested in a Board of Directors. This Corporation shall have no less than eight (8) directors. One (1) director shall be appointed by the Chair of The University of Florida Board of Trustees and shall serve until replaced by the Chair of The University of Florida Board of Trustees. One (1) Director shall be the President of the University of Florida or his/her designee who shall serve until replaced by the President.

There shall also be two (2) ex-officio members of the Board of Directors in addition to those stated above, said persons being the Dean for Research who is also Director of the Florida Agricultural Experiment Station and the Dean for Extension, Institute of Food and Agricultural Sciences, University of Florida. The ex-officio members of the Board of Directors shall have voting power, but shall not be counted as members of the Board of Directors when determining whether a quorum is present.

Members of the Board of Directors shall be elected and hold office for a three (3) year period. One-third (1/3) shall be elected annually. No director shall hold office consecutively more than two (2) terms. The number of directors may be increased from time to time in the manner provided by the Bylaws.

#### **ARTICLE VIII - MEMBERSHIP AND VOTING**

Applicants to membership in the Corporation shall be admitted upon such uniform conditions as may be prescribed by the Board of Directors of the Corporation or in the Bylaws, and membership in the Corporation shall be restricted to farmers, seedsmen, and nurserymen who shall patronize the Corporation. Any other persons or firms who are interested in patronizing the Corporation but who are otherwise not eligible for membership may be admitted as associate members. The voting rights of the members of the Corporation shall be equal and no member shall have more than one vote. Associate members shall not have the right to vote. No property rights shall be vested in any member of the Corporation. Net income, if any, shall inure to the benefit of those organizations as hereinafter provided. New members shall be admitted to membership in the Corporation in accordance with the foregoing general rules.

#### **ARTICLE IX - OFFICERS**

Except as otherwise provided in these Articles, the affairs of the Corporation are to be managed by the Board of Directors who may appoint an executive committee consisting of three members of the Board of Directors, the President of the University of Florida or his designee, and a representative of the Chair of The University of Florida Board of Trustees. Items of a major importance are expected to be approved by the Board of Directors, with the Executive committee implementing Board decisions as appropriate. The offices of Secretary and Treasurer may be consolidated and held by one person, if approved by a majority vote of the Board. The Board of Directors may delegate to the Executive Director the responsibility for the day to day management and operation of the Corporation. The officers of the Corporation shall be elected or appointed as provided by in the Bylaws.

#### **ARTICLE X - BYLAWS**

The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a three-fourths vote of the members of the Corporation present at any regular meeting or at any special meeting called for that purpose. Any such amendments are subject to review and approval by the University of Florida Board of Trustees.

#### **ARTICLE XI - AMENDMENTS**

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a three-fourths vote of those members present.

Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

Before such amendment made at a regular or special meeting can be submitted to the Florida Secretary of State for filing, the President of the University of Florida must review and approve such amendments.

#### **ARTICLE XII – DUES**

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

#### **ARTICLE XIII - MEETINGS**

The annual meeting for the election of members of the Board of Directors and other business of the Corporation shall be held as may be provided in the Bylaws.

The Corporation may provide in its Bylaws for the holding of additional regular and special meetings and the appropriate notice for such meetings.

#### **ARTICLE XIV - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be conveyed to the University of Florida Foundation, Inc., a Florida not-for-profit Corporation exempt from federal income tax under Section 501(c)(3) or 501(c)(5) of the Internal Revenue Code, or its successor, for distribution to the Florida Agricultural Experiment Station, Institute of Food and Agricultural Sciences, University of Florida, and none of the assets will be distributed to any member, officer or trustee of this Corporation.

#### **ARTICLE XV -USE OF UNIVERSITY OF FLORIDA NAME AND RESOURCES**

The President of the University of Florida shall monitor and control the use of the University of Florida resources used by the Corporation as well as the name of the University or any of its units.



IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Incorporation for the purposes therein set forth.

Rex B. Wilson  
Rex B. Wilson  
Chairperson of Board of Directors

10-31-11  
Date

STATE OF GA )  
COUNTY OF Sumter )

Sworn to and subscribed by Rex B. Wilson, as Chairperson of the Board of Directors, who personally appeared before me this 31 day of October, 2011 and who acknowledged before me that he is a party to the above and foregoing Amended and Restated Articles of Incorporation, and further acknowledges that these Amended and Restated Articles of Incorporation to be his act and deed as a signer thereof, and that the facts therein contained are true.

Personally known ☒ or Produced \_\_\_\_\_ as Identification.

Melody Godfrey Burke  
Notary Public  
Melody Godfrey Burke  
(Printed/Typed Name of Notary Public)

Commission Number: \_\_\_\_\_  
My Commission Expires: 2-15-13

John C. Beuttenmuller  
John C. Beuttenmuller  
Secretary

October 26, 2011  
Date

STATE OF Florida )  
COUNTY OF Jackson )

Sworn to and subscribed by John C. Beuttenmuller, as Secretary, who personally appeared before me this 26 day of October, 2011 and who acknowledged before me that he is a party to the above and foregoing Amended and Restated Articles of Incorporation, and further acknowledges that these Amended and Restated Articles of Incorporation to be his act and deed as a signer thereof, and that the facts therein contained are true.

Personally known ☒ / Produced \_\_\_\_\_ as Identification \_\_\_\_\_.

Susan J. Evans  
Notary Public

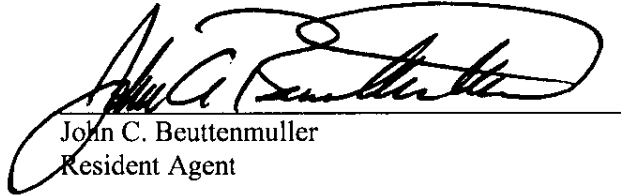


Susan J. Evans  
(Printed/Typed Name of Notary Public)

Commission Number: DD 956735  
My Commission Expires: 5-28-14

**RESIDENT AGENT'S ACCEPTANCE**

Having been named to accept service of process for Florida Foundation Seed Producers, Incorporated, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provision of the applicable law relative to keeping open an office for such purpose.



John C. Beuttenmuller  
Resident Agent