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(Requestor's Name)

Florida Citrus Mutual

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
FLORIDA CITRUS MUTUAL, INC.**

**DOCUMENT #750559**

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**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
FLORIDA CITRUS MUTUAL, INC.**

The undersigned, as President and Secretary of Florida Citrus Mutual, Inc. hereby certify that in keeping with the laws of the state of Florida, the corporation, acting through two thirds of the Board of Directors, at a meeting duly called therefore on March 12, 2008 and by at least a majority of a quorum of the members of the Corporation attending a meeting duly called on the 11th day of June, 2008, notice of the proposed amendments having been duly provided in advance of both such meetings, the Board of Directors and Members adopted a resolution declaring the advisability of amending the Articles of Incorporation in the following particulars, to-wit:

Pursuant to Section 617.1006 Fla. Stat. this Florida Not for Profit Corporation (originally incorporated under Chapter 618 Fla. Stat.) adopts the following Articles of Amendment to its Articles of Incorporation:

**CORPORATE NAME: FLORIDA CITRUS MUTUAL, INC.**

**AMENDMENTS ADOPTED: The amendments are as follows:**

Amend ARTICLE I to read as follows:

**ARTICLE I- Name**

The name of this Corporation is **FLORIDA CITRUS MUTUAL, INC.**

Amend ARTICLE II to read as follows:

**ARTICLE II- Principal Office and Mailing Address of the Corporation**

The address of the principal office of the Corporation is 302 South Massachusetts Avenue, Lakeland, Florida 33801 and its mailing address is the same; which office and address may be changed by the Board of Directors.

Amend ARTICLE III to read as follows:

**ARTICLE III- Purpose**

The purpose for which **FLORIDA CITRUS MUTUAL, INC.** is formed is to promote the agricultural and horticultural pursuits of its members, improve the general welfare of its members through education, dissemination of information, and securing through appropriate means advantageous conditions for production, regulation, research and marketing of citrus fruits. This purpose will be fulfilled by the following means:

1. Operate exclusively in any manner of business league purposes under 501(c)(6) of the Internal Revenue Code of 1986 .
2. Engage in cooperative activity for the betterment of conditions in connection those engaged in producing, harvesting, handling and marketing citrus fruit and citrus products, including furnishing business and educational services for its members.
3. Exercise any and all corporate powers conferred by law which are consistent with and reasonably necessary and incidental to the objects and purposes of this Corporation, except that no powers will be exercised or activities engaged in otherwise than to an insubstantial extent, which in themselves are not in furtherance of

Section 501(c)(6) of the Internal Revenue Code of 1986, or any corresponding provisions or future provisions of any future United States Internal Revenue Code.

Amend ARTICLE IV to read as follows:

**ARTICLE IV- Qualification of Members**

The Corporation shall have four classes of Members: Grower Members, Allied members, Handler Members and Life Members described in the By-laws. Members of the Corporation are comprised of persons, legal entities or corporations that pay dues. The membership of this corporation constitutes all persons hereinafter named as members, officers, and directors who are willing to support the objectives and goals of this organization, as indicated in the objectives and goals of the organization (Article III). The voting and other rights of the members shall be determined in accordance with the Corporation's By-laws.

Amend ARTICLE V to read as follows:

**ARTICLE V- Term of Existence**

This Corporation is to exist perpetually.

Amend ARTICLE VI. The names and addresses of the initial Directors shall remain in Article VI. The remainder shall be deleted.

Amend ARTICLE VII to read as follows:

**ARTICLE VII- Officers**

The officers of the Corporation shall have a President, Executive Vice-President and Chief Executive Officer, Secretary and Treasurer, and such other officers as may be provided by the By-Laws. The President shall be a member and shall be elected

from the number of the Board of Directors. The Board of Directors may elect up to four regional Vice Presidents from their membership. All officers shall hold office at the pleasure of the Board of Directors and shall have powers and duties conferred upon them by law and by the By-laws.

Amend ARTICLE VIII to read as follows:

**ARTICLE VIII- Board of Directors**

**Section 1.** The business affairs of this corporation shall be managed by the Board of Directors in accordance with the By-laws, who shall be elected or appointed, as provided in the By-laws. This corporation shall have at least three directors. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than three (3) nor more than twenty-one (21) individuals. The time and place of the election and the number of Directors shall be fixed and established in the By-laws of the Corporation from time to time. When a vacancy on the Board of Directors occurs, other than by expiration of a term, the remaining members of the Board of Directors may, unless otherwise provided in the By-laws, by majority vote fill the vacancy.

**Section 2.** Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose. The By-laws may also be amended by the membership at an Annual Meeting upon notice given as provided by the By-laws.

**Section 3.** The Board of Directors may hold regular or special meetings in accordance with laws applicable to corporations not for profit and may conduct all meetings through the use of any means of communication by which all directors during the meeting may simultaneously hear each other during the meeting. A director

participating by this means is deemed to be present in person at the meeting. Action can also be taken by the Board of Directors or its committees without a meeting as provided by law, with one or more written consents signed by each director or committee member describing the action taken, with such signed consents having the effect of a meeting vote.

Amend ARTICLE IX to read as follows:

#### **ARTICLE IX- Amendments**

**Section 1.** These Articles of Incorporation may be amended by a special meeting of the Board of Directors called for that purpose, by an affirmative vote of at least two-thirds of those Directors present, unless a larger percentage may be required by law. At least two-thirds of the Directors of the corporation must be present at any such special meeting before any amendment to these Articles may be made.

**Section 2.** Amendments to the Articles may also be made at a regular meeting of the membership upon notice given as provided by the By-Laws of intention to submit amendments.

Amend ARTICLE X to read as follows:

#### **ARTICLE X - Registered Office and Agent**

The Corporation shall appoint a registered agent in the State of Florida and notify the state as required by law.

Amend ARTICLE XI to read as follows:

#### **ARTICLE XI- Distribution of Assets upon Dissolution**

In the event of dissolution, after payment of all debts of the corporation, the

residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (6) or Section 501(c)(3) and engaged in activities substantially similar to those of the dissolving corporation.

Amend ARTICLE XII to read as follows:

Article XII to read as follows:

**Article XII Revocation of Rights to Interest in Corporation**

Any property rights of membership in Corporation assets that exist or may have existed at any time and not transferred shall be deemed cancelled, surrendered and are revoked *ab initio* and no member shall be entitled to any share of the property of the Corporation or have a vested property right resulting from any provision of the original Articles of Incorporation or as amended.

Articles XIII-XV are deleted in their entirety.

**I HEREBY CERTIFY** that the forgoing Articles of Amendment were adopted and approved by the Directors and Members of the Corporation at the Corporations' annual meeting held on June 11, 2008. The number of votes cast was sufficient for approval.

Florida Citrus Mutual, Inc. a Florida Non-Profit Corporation

By 

Printed Name: F.F. (FRAN) BECKER  
As President

7/11/2008

Attest:

Secretary

By 

Printed Name:

MARTIN J. MCKENNA

8/22/2008