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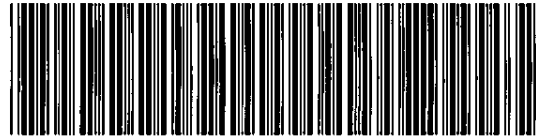
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TALLAHASSEE, FLORIDA

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Amended
+
Restated
Art.

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April 30, 2007

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Florida Sugar Marketing & Terminal Assn., Inc.

Nka Florida Sugar & Molasses Exchange, Inc.

S. Payne

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEED TODAY

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
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<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA SUGAR & MOLASSES EXCHANGE, INC.**

**FILED
07 APR 30 PM 4: 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

FLORIDA SUGAR & MOLASSES EXCHANGE, INC. (the "Association"), an Agricultural Cooperative Marketing Association organized and existing under the provisions of Chapter 618, Florida Statutes (the "Act"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation set forth herein have been unanimously approved by the Board of Directors of the Association and unanimously adopted by vote of all of the members of the Association by written consent.

2. The Articles of Incorporation of the Association (these "Articles") are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME

The name of the Association shall be FLORIDA SUGAR & MOLASSES EXCHANGE, INC. (hereinafter referred to as the "Association").

ARTICLE II

PURPOSES

This Association may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

PLACE OF PRINCIPAL OFFICE

The Association shall have its principal office at 2655 N. Ocean Drive, Suite 201, Riviera Beach, Florida 33404, or at such other places as the Board of Directors may designate.

ARTICLE IV

DIRECTORS

The number of Directors, their manner of election, quorum and voting requirements, and all other matters relating to Directors shall be as provided in the By-laws.

ARTICLE V

MEMBERSHIP

SECTION 1. The Association shall not have any capital stock, but shall admit applicants to membership in the Association upon such uniform conditions as may be prescribed by the Board of Directors in accordance with the requirements of these Articles and the By-laws.

SECTION 2. The Association shall be operated on a non-profit, cooperative basis for the mutual benefit of its members as agricultural producers, and membership in the Association shall be restricted to producers who patronize the Association.

SECTION 3. The proportional rights and interests of each member in the Association shall be determined and fixed in the proportion that the patronage of each member shall bear to the total patronage of all the members with the Association, but in determining property rights and interests all amounts allocated to each patron or evidenced by certificates of any kind shall be excluded, and, upon dissolution, the equity interests of members shall be determined as provided in the By-laws.

SECTION 4. In no event shall the Association pay dividends in excess of 8% on its membership capital.

SECTION 5. Each member of the Association shall be entitled to one (1) vote.

SECTION 6. In the event that a member markets no sugar or molasses through the Association for two consecutive years, such member shall automatically cease to be a member of the Association.

ARTICLE VI

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be amended at any regular or special meeting called for that purpose or by written consent of the members of the Association.

ARTICLE VII

MANAGEMENT

The affairs of the Association shall be managed under the sole direction of the Board of Directors, which shall have the authority to establish committees as provided in the By-laws.

ARTICLE VIII

MEMBERS' INTENTION; DISSOLUTION

SECTION 1. INTENTION OF THE MEMBERS. It is the intention of the members that the Association exist in perpetuity for the benefit of its members who wish to cooperatively market raw sugar or molasses, and that the facilities and other assets of the Association be available solely for that purpose. In providing for the voting provisions contained in these Articles, it is the intention of the members to encourage and ensure that decisions by the Board of Directors and the members are made on a consensus basis. However, the members understand that these provisions could result in the Board or the members being unable to take action on a matter or matters for lack of a quorum or sufficient affirmative vote, and a deadlock could result. In the event of a deadlock at the Board or membership level, it is the agreement and intention of the members that any judicial remedy sought by a member or Director be limited to seeking a

mechanism for resolving the deadlock and continuing to operate the Association under the Act, for the benefit of its members who wish to cooperatively market raw sugar or molasses.

SECTION 2. DISSOLUTION OF THE ASSOCIATION. It is the agreement and intention of the members that the Association may not be dissolved except after the unanimous affirmative vote of all members of the Board of Directors, and the unanimous vote of all of the members of the Association. In the event that any member or Director seeks to dissolve or liquidate the Association by other means, including seeking judicial dissolution of the Association on the basis that the Directors or members of the Association are deadlocked, it is the intention of the members that such a remedy shall be unavailable and unenforceable. If, notwithstanding the intention and agreement of the members as set forth hereinabove, a court should determine to dissolve the Association other than pursuant to this Section 2, it is the intention and agreement of the members (i) that no property or other assets of the Association, other than cash, be distributed to any member, but that they be sold at public auction to the highest bidder and the proceeds distributed, and (ii) that in the event of a sale of the property and other assets of the Association, the member or members who sought such dissolution or liquidation, whether directly or through its or their nominees to the Board, shall be barred, together with their subsidiaries and other affiliates, from acquiring or bidding at the sale of any such property or assets, and they shall be entitled only to receive their distributive share of any cash remaining from such sale. The members agree that this provision is a fair and appropriate mechanism to enforce their intention and agreement as set forth in this Article VIII.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed under the seal of the Association by Donald Carson as President of the

Association, and Luis Fernandez, as Secretary, of the Association
this 27 day of April, 2007.

[SEAL]

FLORIDA SUGAR & MOLASSES EXCHANGE,
INC

By: [Signature]
Its: President

By: [Signature]
Its: Secretary

APPROVED AND ADOPTED BY:

OKEELANTA CORPORATION

By: [Signature]
Its: Vice President

OSCEOLA FARMS CO.

By: Alexander L. Fayul
Its: President

SUGAR CANE GROWERS COOPERATIVE OF
FLORIDA

By: [Signature]
Its: SR VP MARKETING / Refinery Operations

STATE OF FLORIDA,

COUNTY OF PALM BEACH,

The foregoing instrument was acknowledged before me this 27th day of April, 2007, by Donald Carson, President and Luis Fernandez, Secretary of FLORIDA SUGAR & MOLASSES EXCHANGE, INC., a Florida Agricultural Cooperative Marketing Association, on behalf of the corporation. Don Carson and Luis Fernandez (✓) are personally known to me or () have ~~produced~~ ~~as identification~~ and did (did not) take an oath.

Joan C. DiPaola
Notary Public My Commission Expires:
My Commission Expires: 7/23/08

