

M32364

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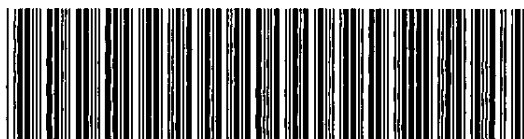
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11-30-07

Amended And
Restates Art/ar

FILED
07 NOV 27 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T.Roberts NOV 30 2007

Paul M. Harmon, General Counsel & Secretary
Kathy Smith Whitman, Deputy General Counsel

Jerry W. Quick, Senior Counsel
David B. Stumpf, Senior Counsel

Office of the General Counsel

Jonathan F. Allen
Andrew S. Bender
Brian G. Cahill
Carol G. Crissman
Ryan D. Gammelgard
Virginia L. Eves
Laura A. Harmon
James M. Jacobs
Joshua R. Johnson
Kristen L. Kroger
John R. Novack
Shannon K. Owen
Linda B. Potts
Jennifer L. Vance
Joy L. Vokac

November 21, 2007

Florida Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Cotton States Marketing Resources, Inc.

To Whom It May Concern:

Enclosed please find the Amendment to the Articles of Incorporation for Cotton States Marketing Resources Inc., to be effective November 30, 2007. Also, enclosed please find a check in the amount of \$52.50 to cover the filing fee, costs for a certified copy (additionally enclosed) and for a Certificate of Status. Please remit the certified copy and Certificate of Status to me at the address below.

If you have any questions, please feel free to contact us.

Very truly yours,

OFFICE OF THE GENERAL COUNSEL



Linda B. Potts

Enclosures

ILLINOIS AGRICULTURAL ASSOCIATION* and AFFILIATED COMPANIES
1701 Towanda Avenue/P. O. Box 2901/Bloomington, Illinois 61702-2901
Telephone: 309/557-2542 • To call writer direct: 309/557-2193
Internet E-Mail: lpotts@ilfb.org
Fax: 309/557-2211

Agricultural Support Association • AgriVisor* Services, Inc. • CC Services, Inc. • Cotton States Life Insurance CompanySM • Cotton States Marketing Resources, Inc.* • Cotton States Mutual Insurance CompanySM • COUNTRY* Capital Management Company • COUNTRY Casualty Insurance Company* • COUNTRY Investors Life Assurance Company* • COUNTRY Life Insurance Company* • COUNTRY* Mutual Funds Trust • COUNTRY Mutual Insurance Company* • COUNTRY Preferred Insurance Company* • COUNTRY Trust Bank* • CSI Brokerage Services, Inc. • East Side Jersey Dairy, Inc. • Holyoke Mutual Insurance Company in Salem • Holyoke Square, Inc. • IAA Credit UnionSM • IAA Foundation • Ice Cream Specialties, Inc. • Illinois Agricultural Auditing Association • Illinois Agricultural Holding Co. • Illinois Agricultural Service Company • Middlesex Mutual Assurance Company • Midfield Corporation • Modern Service Insurance Company • MSI Preferred Insurance Company • Mutual Service Life Insurance Company • PFD Supply Corporation • Prairie Farms Dairy, Inc. • Shield Insurance Company

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Cotton States Marketing Resources, Inc.

DOCUMENT NUMBER: M32364

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lyn Potts

(Name of Contact Person)

Office of the General Counsel, Cotton States Marketing Resources

(Firm/ Company)

1701 Towanda Avenue, PO Box 2901

(Address)

Bloomington, IL 61702

(City/ State and Zip Code)

For further information concerning this matter, please call:

Lyn Potts

(Name of Contact Person)

at (309) 557-2193

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

1/1-30-07

**Amended and Restated
Articles of Incorporation
Of
CS Marketing Resources, Inc.**

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be CS Marketing Resources, Inc.

ARTICLE II GENERAL PURPOSE OF CORPORATION

The general purpose for which this corporation is being initially organized is as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida Statutes, as amended;

ARTICLE III PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at 244 Perimeter Parkway NE, Atlanta, Georgia, 30346 with the privilege of having additional offices at other places within or without the State of Florida, and within or without the United States of America.

ARTICLE IV REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 1200 South Pine Island Road, Plantation, Florida 33324 and its registered agent at such address shall be CT Corporation System.

ARTICLE V CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be 100 shares of common stock at \$5.00 par value. There shall be only one class of shares.

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TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATORS

The name and address of each initial incorporator is as follows:

<u>Name of Incorporator</u>	<u>Address</u>
Robert A. Sims	4801 South University Drive, Ste 1A Ft. Lauderdale, FL 33328
Kenneth A. Sauli	4801 South University Drive, Ste 1A Ft. Lauderdale, FL 33328
Deborah J. Hahn	4801 South University Drive, Ste 1A Ft. Lauderdale, FL 33328

ARTICLE VII PRE-EMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VIII NUMBER OF DIRECTORS

The board of directors of the corporation shall consist of nine (9) directors. The number of directors of the corporation may be changed from the number of directors serving on the board of directors at any time by affirmative vote of a majority of the stockholders.

ARTICLE IX EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

ARTICLE X QUALIFICATIONS AND COMPENSATION OF DIRECTORS

Directors need not be residents of the State of Florida or shareholders, but shall be citizens of the United States of America. The compensation of the members of the board of directors shall be fixed by the shareholders.

ARTICLE XI REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with the provisions of Chapter 607, Florida Statutes, as amended.

ARTICLE XII EXECUTIVE COMMITTEES

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts set forth in Chapter 607, Florida Statutes, as amended.

ARTICLE XIII ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XIV AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with Chapter 607, Florida Statutes, as amended.

ARTICLE XV GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of these powers enumerated and set forth in Section 607.011, Florida Statutes, as amended.

ARTICLE XVI OFFICERS

The officers of this corporation shall consist of a president, a secretary and a treasurer, each of who shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of this corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

ARTICLE XVII DURATION OF CORPORATE EXISTENCE

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

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Cotton States Marketing Resources, Inc.

DOCUMENT NUMBER: M32364

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lyn Potts

(Name of Contact Person)

Office of the General Counsel, Cotton States Marketing Resources

(Firm/ Company)

1701 Towanda Avenue, PO Box 2901

(Address)

Bloomington, IL 61702

(City/ State and Zip Code)

For further information concerning this matter, please call:

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Enclosed is a check for the following amount:

☐ \$35 Filing Fee

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Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
to
Articles of Incorporation
of**

Cotton States Marketing Resources, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

M32364

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

CS Marketing Resources, Inc.

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article III- Update Principal Place of Business

Article IV- Update Registered Agent

Article V- Deleted

Article IX- Update number of directors

Article XII, XIII, XV- update statute references

Renumbered after deletion of Article V

Restated entire Articles

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: November 12, 2007

Effective date if applicable: November 30, 2007
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____. "
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature

Barbara A. Baurer
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Barbara A. Baurer

(Typed or printed name of person signing)

President and Vice Chairman

(Title of person signing)

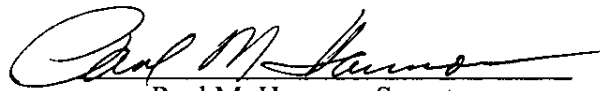
FILING FEE: \$35

CERTIFICATION

I, Paul M. Harmon, hereby certify that I am the Secretary and Custodian of the records of **Cotton States Marketing Resources, Inc.**, a corporation organized under the laws of the State of Florida, and that the attached is a true copy of the Articles of Incorporation of said corporation as amended and restated, effective November 30, 2007.

IN WITNESS WHEREOF, I have hereto subscribed my name and affixed the seal of said corporation this 16th day of **November, 2007**.




Paul M. Harmon, Secretary