

No 10000007631



ACCOUNT NO. : 072100000032

REFERENCE : 119530 137709A

AUTHORIZATION :

Patricia Puyat

COST LIMIT : \$ 61.25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2001 OCT 22 PM 3:59

FILE

ORDER DATE : October 22, 2001

ORDER TIME : 11:0 AM

ORDER NO. : 119530-005

CUSTOMER NO: 137709A

400004647944--6

CUSTOMER: Merritt Gardner, Esq
Gardner Wilkes Shaheen &
Candelora
2650 Suntrust Financial Center
401 East Jackson Street
Tampa, FL 33602

DOMESTIC FILING

NAME: FLORIDA CITRUS MUTUAL TRADE
ASSOCIATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

513-524-2553-611

EXAMINER'S INITIALS:

W01-24387

DIVISION OF CORPORATION

01 OCT 22 PM 12:32

RECEIVED

15
10/26/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 24, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA CITRUS MUTUAL TRADE ASSOCIATION
Ref. Number: W01000024387

RESUBMIT
Please give original
submission date as file date.

We have received your document for FLORIDA CITRUS MUTUAL TRADE ASSOCIATION and the authorization to debit your account in the amount of \$61.25. However, the document has not been filed and is being returned for the following:

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 501A00058092

RECEIVED
01 OCT 25 PM 3:21
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 OCT 22 PM 3:59
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

GARDNER, WILKES, SHAHEEN & CANDELORA
ATTORNEYS AT LAW

MERRITT A. GARDNER

2650 SUNTRUST FINANCIAL CENTRE
401 EAST JACKSON STREET
TAMPA, FLORIDA 33602

TELEPHONE (813) 221-8000
FACSIMILE (813) 229-1597

MAILING ADDRESS:
POST OFFICE BOX 1810
TAMPA, FLORIDA 33601-1810

October 23, 2001

Ms. Karen Byar
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

FILED
2001 OCT 22 PM 2:59
TALLAHASSEE, FLORIDA

Re: Florida Citrus Mutual Trade Association

Dear Ms. Byar:

This letter will confirm our telephone conversation earlier today concerning the referenced association.

As I explained at the time, the principals of the association wish to have it filed with the name as indicated.

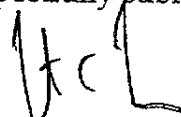
The association will be an affiliate of Florida Citrus Mutual. Your records will reflect that Florida Citrus Mutual also is an association organized under Chapter 618. Its charter was first filed in 1948 and amended and restated last year.

As we discussed, I believe there is no provision of Chapter 618 invoking the requirement of Chapter 617 that an association under Chapter 618 include a corporate suffix.

Alternatively, again as we discussed, I believe the reference in Chapter 617 with respect to other corporate suffix words properly would include the word "association".

I understand that, in view of the long history of this particular affiliated group, as well as the somewhat ambiguous statutory provision, you are prepared to permit the filing under the referenced name. I am very grateful for that.

Respectfully submitted,



Merritt A. Gardner

Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

OCT 22 PM 3:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 22, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA CITRUS MUTUAL TRADE ASSOCIATION
Ref. Number: W01000024387

RESUBMIT
Please give original
submission date as file date.

We have received your document for FLORIDA CITRUS MUTUAL TRADE ASSOCIATION and the authorization to debit your account in the amount of \$61.25. However, the document has not been filed and is being returned for the following:

You need to provide the proper statute for the association as well as the suffix. Please provide the addresses for the incorporators.

should
The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 501A00058092

ARTICLES OF INCORPORATION
OF
FLORIDA CITRUS MUTUAL TRADE ASSOCIATION

2001 OCT 22 PM 3: 59

ARTICLE I

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this association shall be Florida Citrus Mutual Trade Association.

ARTICLE II

The association is formed for the following purposes:

(a) To promote and provide a medium for the cooperative unity of effort by producers of citrus fruit in the handling and marketing of same and any and all derivatives and products thereof; to effect economies and reduce waste in relation thereto and to do anything that is conducive to the policy of the Congress of the United States as stated in the Agricultural Marketing Act and amendments thereto.

(b) To provide the facilities and agencies through which Florida citrus fruit is produced and/or handled by its own members and non-member patrons and the by-products thereof, may be marketed advantageously throughout the United States and other countries through establishing a stable and systematic flow and distribution of such fruit; to encourage through collective action, a better and more economic method of production of Florida citrus fruit; to promote and secure a better texture, grade and pack of citrus fruit; to promote, engage in and secure a uniform and effective method of advertising Florida citrus fruit; to promote and secure a more adequate method of regulating and stabilizing the citrus fruit industry to meet the consumptive demands thereof; to enlarge and extend the domestic and foreign markets for Florida citrus fruit; to cultivate and develop a more thorough understanding of mutual interests among producers of Florida citrus fruit; to endeavor to secure more equitable freight rates for Florida citrus fruit; to carry on experimental operations, investigations and research work with reference to the propagating, planting, spraying and cultivating of citrus fruit trees and the picking, hauling, processing, handling, canning, packing, transporting and marketing of citrus fruit and by-products thereof and with reference to the qualities, properties and uses of citrus fruit; to provide means of cooperation to its members and other patrons in securing appropriate State and Federal legislation affecting the Florida citrus fruit industry; to secure from its members and elsewhere, reports and statistics concerning the Florida citrus fruit industry and to compile and distribute the same to its members; to accumulate and distribute credit information to its members relating to their business; to adopt an emblem or insignia for use by this association and by its members and other patrons in connection with their business and to establish and enforce rules and regulations governing the use of same; and to cooperate with Federal and State agencies in securing more effective enforcement of laws affecting the Florida citrus fruit industry.

ARTICLE III

This association is formed under Chapter 618, Florida Statutes, and shall have and enjoy each and all the powers now granted such corporations or associations under said The Agricultural Cooperative Act not inconsistent therewith as well as any and all additional powers that may be hereafter granted thereby, not inconsistent therewith.

This association shall not, during any fiscal year thereof, deal in or handle products, machinery, equipment, supplies and/or perform services for and on behalf of non-member patrons to an amount greater in value than such as are dealt in, handled and/or performed by it for or on behalf of its members for the same period.

ARTICLE IV

The principal office of this association within the State of Florida is to be located at 302 South Massachusetts Avenue, Lakeland, Florida 33801, which office shall be its principal place of business. It may have branch offices at such other places within or without the State of Florida as may be determined by its Board of Directors.

ARTICLE V

The term for which this association is to exist is perpetually from and after the date hereof.

ARTICLE VI

The affairs of this association shall be managed by a Board of not less than three Directors, to be elected by the members at the time and in the way and manner provided in the By-Laws of this association, such directors to have such qualifications as may be provided for in said By-Laws. When a vacancy on the Board of Directors occurs other than by expiration of a term, the remaining members of the Board may, unless otherwise provided in the By-Laws by a majority vote, fill the vacancy.

The names and addresses of those who are to serve as directors for the first term or until the election of and acceptance by their successors, are as follows:

Robert H. Barben
Post Office Box 1056
Avon Park FL 33826

Bob Barthle
Post Office Box 1167
San Antonio FL 33576

Robert E. Battaglia
Post Office Box 3010
Winter Park FL 32790-3010

Fran Becker
Post Office Box 730
Arcadia FL 34265

Willet A. Boyer, Jr.
Post Office Box 527
Weirsdale FL 32195-0527

Dennis P. Broadaway
Post Office Box 337
Haines City FL 33845

Gregory A. Carlton
HC 61, Box 16
Clewiston FL 33440

J.A. Clark, III
117 N. Illinois Ave.
Wauchula FL 33873

Les W. Dunson, III
Post Office Box 589
Winter Haven FL 33882-0589

James Emmett Evans, III
660 Beachland Blvd., Ste. 301
Vero Beach FL 32963

Philip C. Gates, Jr.
Post Office Box 3630
Ft. Pierce FL 34948-3630

George F. Hamner, Jr.
7355 9th Street, SW
Vero Beach FL 32968-0189

Louis Haverlock
Post Office Box 567
Balm FL 33503

Calvin P. Lloyd, III
4255 Estero Blvd.
Ft. Myers Beach FL 33431

Martin J. McKenna
1513 N.E. Lakeview Dr.
Sebring FL 33870

Charles C. Partin
2967 Partin Settlement Rd.
Kissimmee FL 34734

J. Brantley Schirard, Jr.
Post Office Box 2667
Ft. Pierce FL 34954

Squire Smith
Post Office Box 235
Eagle Lake FL 33839-0235

Steve Sorrells
Post Office Box 551
Arcadia FL 34265

Carey Soud
Rt. 2, Box 1210
Clewiston FL 33440

John F. Veldhuis
Post Office Box 1047
Tavares FL 32778

ARTICLE VII

This association is organized and created without capital stock and shall not be conducted for profit. Each member of this association shall receive a certificate of membership for which he or it shall pay to the association the sum of five dollars, which certificate shall not be transferable. Members of this association shall be only persons, natural or otherwise, engaged in the production of citrus fruit in the State of Florida, including the lessee, tenant, agent or trustee of groves and lessors and landlords who receive as rent part of the crop produced on their lands. In all cases members shall have signed the uniform marketing contract prescribed by the association and shall have been approved and elected to membership by the Board of Directors of the association.

ARTICLE VIII

The property rights and interests of each member of this association shall be unequal and shall be based upon the amount of patronage received by the association from each member. When new members shall be approved and elected to membership, as before provided, they shall be entitled to share in the property of the association with old members in accordance with the general rules stated in this Article.

The association, by vote of a majority of its directors, may establish and accumulate reserves out of earnings, including a permanent surplus fund as an addition to capital. All net income in excess of additions to reserves or surplus so established shall be distributed to the parties entitled thereto on the basis of patronage. All amounts carried to reserves or surpluses shall be allocated on the books of the association on a patronage basis and any losses shall be borne on as equitable a basis as the Board of Directors deems practicable. Any distribution of reserves or surplus at any time shall be made to the parties entitled thereto on the basis of patronage.

In the event of liquidation or dissolution of the association, all outstanding indebtedness of the association shall be first liquidated and paid and if there be an excess of assets after payment of all outstanding indebtedness, such excess shall be considered as surplus and shall be distributed to the parties entitled thereto on the basis of patronage.

In the case of the withdrawal or expulsion of a member, the Board of Directors shall equitably and conclusively appraise his or its property interest in the association and shall fix the amount thereof which shall be paid to him or it within one year after such expulsion or withdrawal.

ARTICLE IX

At all annual meetings and special meetings of the members of this association, each member shall be entitled to one vote only, provided, however, that the By-Laws of this association may provide that the members may vote upon any and all questions on a patronage basis.

Members shall not be entitled to vote by written proxy, but the By-Laws of this association may provide for voting by mail. Cumulative voting shall not be permitted. The members of this association present in person at any annual or special meeting of the members shall constitute a quorum for the transaction of business.

ARTICLE X

The annual meeting of the members of the association shall be at such time and place as may be designated by the Board of Directors. Not less than two weeks written notice shall be given to each member entitled to vote, of the time and place for holding each annual meeting.

Special meetings of the members may be called in the way and manner and under the circumstances provided for by applicable provisions of law.

ARTICLE XI

The directors shall elect from their own number a President and one or more Vice Presidents. They shall also elect a Secretary, a Treasurer or a Secretary-Treasurer, and such other officers as may be provided for in the By-Laws, none of who need to be directors or members.

All officers shall hold office during the pleasure of the Board of Directors and shall have such powers and duties as may be conferred upon them by law and by the By-Laws.

ARTICLE XII

This association shall adopt for its government and management a code of By-Laws not inconsistent with the powers granted by applicable laws. A majority vote of a quorum of the members attending a meeting of which notice of a proposed new or changed By-Law or By-Laws shall have been given, shall be sufficient to adopt or amend such By-Laws.

ARTICLE XIII

Whenever any member of this association shall cease to be a producer of citrus fruit or shall fail to comply with the By-Laws or with his or its marketing contract with the association, or who shall cease to market his or its fruit through this association or through means or facilities established or authorized by this association, the voting power of the certificate of membership shall immediately and automatically be suspended until such time as the directors shall find, by a majority vote, that such member is again qualified under these articles of incorporation.

ARTICLE XIV

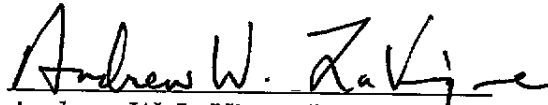
In addition to the powers and duties that may be prescribed by the By-Laws of this association for the directors, the following powers are expressly authorized and conferred:

- (a) To recommend amendments to the By-Laws of this association.
- (b) To make and alter rules, regulations and orders relating to and governing the business and operations of the association not specifically covered by the By-Laws.
- (c) To elect an Executive Committee from within or without the membership of the Board of Directors to serve during the pleasure of the Board. Such Executive Committee shall number not less than three. The Board of Directors may allot to such Executive Committee all or any stated portions of the functions and powers of the Board of Directors, subject to the general direction and control of the entire Board. The Board of Directors may also appoint such other committees, temporary or permanent as it shall see fit, conferring on such committees such powers and duties as may be designated by the Board.
- (d) This association may, upon resolution duly adopted by its Board of Directors, enter into all necessary and proper contracts and agreements and make all necessary and proper stipulations, agreements, contracts and arrangements with any other cooperative corporation, association or associations formed in this or in any other state for the cooperative and more economical carrying on of its business or any part thereof. This association may unite with one or more other cooperative corporations or associations in employing and using or may separately employ or use the same personnel, methods, means and agencies for carrying on and conducting their respective businesses.
- (e) The initial registered office of this association shall be located at 401 East Jackson Street, Suite 2650, Tampa, Florida 33602, and the initial registered agent of this association at such office shall be Merritt A. Gardner. This association shall have the right to change such registered office and such registered agent from time to time, as provided by law.

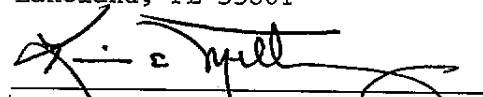
ARTICLE XV

These articles of incorporation may be altered or amended at any annual meeting of the members entitled to vote or at any special meeting called for the purpose in the way and manner provided by applicable provisions of law.

IN WITNESS WHEREOF, the foregoing articles of incorporation of Florida Citrus Mutual Trade Association are hereby subscribed to by the undersigned Incorporators.



Andrew W. LaVigne, Incorporator
302 S. Massachusetts Avenue
Lakeland, FL 33801



Kevin E. Metheny, Incorporator
302 S. Massachusetts Avenue
Lakeland, FL 33801

[Remainder of page intentionally left blank]

STATE OF FLORIDA
COUNTY OF POLK

On this 18th day of October, 2001, before me, the undersigned person, personally appeared Andrew W. LaVigne, as Incorporator of FLORIDA CITRUS MUTUAL TRADE ASSOCIATION, to me known to be the individual described in and who executed the foregoing instrument as such Incorporator aforesaid, and he duly acknowledged to me that he executed said instrument as his free and voluntary act as such Incorporator, for the uses and purposes therein mentioned, and the said instrument is the act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year above written.

NOTARY PUBLIC



Stephine P. Minnotte
MY COMMISSION # DD023856 EXPIRES
May 7, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

Sign: Stephine P. Minnotte
Print: Stephine P. Minnotte
State of Florida at Large (Seal)
My Commission Expires: 5/7/05

STATE OF FLORIDA
COUNTY OF POLK

On this 18th day of October, 2001, before me, the undersigned person, personally appeared Kevin E. Metheny, as Incorporator of FLORIDA CITRUS MUTUAL TRADE ASSOCIATION, to me known to be the individual described in and who executed the foregoing instrument as such Incorporator aforesaid, and he duly acknowledged to me that he executed said instrument as his free and voluntary act as such Incorporator, for the uses and purposes therein mentioned, and the said instrument is the act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year above written.

NOTARY PUBLIC



Stephine P. Minnotte
MY COMMISSION # DD023856 EXPIRES
May 7, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

Sign: Stephine P. Minnotte
Print: Stephine P. Minnotte
State of Florida at Large (Seal)
My Commission Expires: 5/7/05

2001 OCT 22 PM 3:59

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR
FLORIDA CITRUS MUTUAL TRADE ASSOCIATION

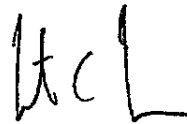
MERRITT A. GARDNER having been named as registered agent to accept service of process for the above named association at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

401 E. Jackson St., Ste. 2650
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of Chapters 607 and 617, Florida Statutes.

DATED this 24th day of October, 2001.



MERRITT A. GARDNER