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TALLAHASSEE, FLORIDA

**BASIC AMENDMENT
FLORIDA CITRUS MUTUAL**

Division of Corporations

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**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
FLORIDA CITRUS MUTUAL**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA CITRUS MUTUAL, an agricultural cooperative marketing association organized and existing under the laws of the State of Florida (the "Association"), in order to amend its Articles of Incorporation, in accordance with the requirements of Chapter 618, Florida Statutes, does hereby certify as follows:

1. The name of the Association is "FLORIDA CITRUS MUTUAL".
2. The Articles of Incorporation of the Association were filed by the Secretary of State of the State of Florida on October 22, 2001, at which time the name of the Association was "FLORIDA CITRUS MUTUAL TRADE ASSOCIATION".
3. The Amendment to the existing Articles of Incorporation being effected hereby creates three distinct classes of Members: Grower Members, Handler Members and Allied Members.
4. These Articles of Amendment to the Articles of Incorporation were approved by affirmative resolution of at least two-thirds of the members of the Board of Directors of the Association at a meeting duly called therefor on the 9TH day of APRIL, 2003, and by at least a majority of a quorum of the members of the Association attending a duly called meeting therefor on the 9TH day of APRIL, 2003, notice of the proposed amendment having been duly provided in advance of both such meetings.

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5. The Amended Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter the provisions thereof described below shall read as follows:

* * * * *

The first paragraph of Article VI of the Articles of Incorporation is hereby amended by deleting the first paragraph in its entirety and by substituting the following new first paragraph of Article VI in its place and stead:

The affairs of this association shall be managed by a Board of not less than three Directors, to be elected by the Grower 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 current Article VII of the Articles of Incorporation is hereby amended by deleting it in its entirety and by substituting the following Article VII in its place and stead:

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ARTICLE VII

This association is organized and created without capital stock and shall not be conducted for profit. The association shall have three classes of members: Grower Members, Handler Members and Allied Members. Each Grower Member, Handler Member and Allied Member of this association shall receive an acknowledgement of membership, clearly identifying the class of membership, which membership shall not be transferable. Grower 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. Handler Members of this association shall be only persons, natural or otherwise, engaged in the processing, packing and intermediate handling of citrus fruit in the State of Florida. Allied Members of this association shall be only persons, natural or otherwise, in associated industries, trades and businesses, the purpose of which is to support, in whole or in part, the production of citrus fruit in the State of Florida. In all cases Grower Members shall have signed the uniform marketing contract prescribed by the association. All Grower Members and Handler Members shall have been approved and elected to membership by the Board of Directors of the association.

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The current Article VIII of the Articles of Incorporation is hereby amended by deleting it in its entirety and by substituting the following Article VIII in its place and stead:

ARTICLE VIII

The property rights and interests of each Grower Member of this association shall be unequal and shall be based upon the amount of patronage received by the association from each Grower Member. When new Grower Members shall be approved and elected to membership, as hereinbefore provided, they shall be entitled to share in the property of the association with old Grower 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 Grower Members 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 Grower Members entitled thereto on the basis of patronage.

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In the event of liquidation or dissolution of the association, all outstanding indebtedness of the association shall first be 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 Grower Members entitled thereto on the basis of patronage.

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

Handler Members and Allied Members shall have no rights or claims to the property of the association whether in liquidation, dissolution or otherwise.

* * * * *

The current Article IX of the Articles of Incorporation is hereby amended by deleting it in its entirety and by substituting the following Article IX in its place and stead:

ARTICLE IX

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

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Grower 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 Grower 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.

Handler Members and Allied Members shall have no vote at any meeting of this association.

* * * * *

The current Article X of the Articles of Incorporation is hereby amended by deleting it in its entirety and by substituting the following Article X in its place and stead:

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 Grower Member entitled to vote of the time and place for holding each annual meeting.

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

* * * * *

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The current Article XIII of the Articles of Incorporation is hereby amended by deleting it in its entirety and by substituting the following Article XIII in its place and instead:

ARTICLE XIII

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

* * * * *

IN WITNESS WHEREOF, Florida Citrus Mutual has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President and Secretary and to be acknowledged by its President.

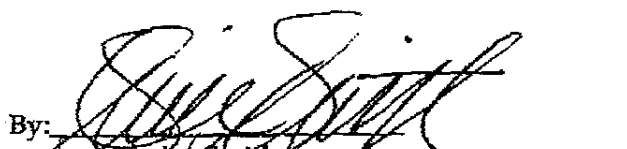
ATTEST:

FLORIDA CITRUS MUTUAL

(Corporate Seal)


J.A. Clark, III
Secretary

By:


Squire Smith
President

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STATE OF FLORIDA)
COUNTY OF POLK)

BEFORE ME, the undersigned authority, on this 9TH day of APRIL, 2003,
personally appeared Squire Smith who acknowledged to me that he signed the foregoing
Articles of Amendment of the Articles of Incorporation of FLORIDA CITRUS MUTUAL as
the Association's President for the uses and purposes therein stated. He is personally
known to me.

NOTARY PUBLIC:

Sign: [Signature]
Print: KEVIN E. METHENY
State of Florida at Large
My Commission Expires:



Kevin E. Metheny
MY COMMISSION # CCR14810 EXPIRES
May 30, 2003
BONDED THRU TROY FARM INSURANCE, INC.

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