

**N02000000857**

**Florida Department of State**

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H02000028865 2)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : GRONEK & LATHAM, LLP  
Account Number : I20000000025  
Phone : (407) 481-5800  
Fax Number : (407) 481-5801

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 FEB -5 PM 1:58

**FLORIDA PROFIT CORPORATION OR P.A.**

**IMG Citrus Cooperative, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

W-3210

**Electronic Filing Menu**

**Corporate Filing**

**Public Access Help**

**ARTICLES OF INCORPORATION**  
**OF**  
**IMG CITRUS COOPERATIVE, INC.**

The undersigned do hereby associate ourselves together for the purpose of forming a cooperative association, with capital stock, under and by virtue of the provisions of Chapter 618 of the Florida Statutes (hereinafter referred to as "The Agricultural Cooperative Act") and having the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of this Association shall be IMG CITRUS COOPERATIVE, INC.

**ARTICLE II**  
**PURPOSE AND POWERS**

A. This Association's primary purpose shall be to market the agricultural products of its members.

B. This Association shall have the all powers conferred upon an entity formed under Chapter 618 of the Florida Statutes, as amended from time to time.

**ARTICLE III**  
**PRINCIPAL OFFICE/REGISTERED AGENT**

The principal office of this Association within the State of Florida is to be located at 2300 45<sup>th</sup> Street, Vero Beach, Florida 32967. It may have branch offices at such other places within or without the State of Florida as may be determined by the Board of Directors.

The initial street address of the registered office of the corporation in the State of Florida is 2300 45<sup>th</sup> Street, Vero Beach, Florida 32967. The name of the initial registered agent of the corporation at such address is Tyson R. Sherman.

**ARTICLE IV**  
**DURATION**

This Association shall have perpetual existence unless and until dissolved in the way and manner provided by law.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of not less than three (3) Directors, to be elected by the stockholders entitled to vote at the time and in the manner provided in the by-laws of this Association, such Directors to have such qualifications as may be provided 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 their successors are as follows:

Name:	Address:
Ed Barton	2300 45 <sup>th</sup> Street Vero Beach, Florida 32967
Tyson Sherman	2300 45 <sup>th</sup> Street Vero Beach, Florida 32967
Thomas Hurley	660 Beachland Boulevard, Suite 201 Vero Beach, Florida 32963

**ARTICLE VI**  
**CAPITAL STOCK**

The amount of capital stock of this Association shall be Ten Thousand (10,000) shares of common stock of the par value of Ten Dollars (\$10.00) per share.

The common stock of this Association shall be held only by producers of agricultural products or cooperative associations of producers of agricultural products as defined by Florida Statute Chapter 618, who shall meet the qualifications set forth in the by-laws of the Association from time to time. Only the holders of said common stock shall be regarded as members of the Association and all such members shall each be obliged to subscribe and pay for share(s) of said stock as prescribed in the by-laws of the Association. All of the voting power of the Association shall be vested in the holders of said common stock and each member shall be entitled to one (1) vote at all member-stockholder meetings regardless of the number of shares of stock actually held by each member.

No dividends shall be paid on the common stock of the Association.

In the event of liquidation or dissolution of the Association in any manner, all outstanding indebtedness of the Association shall first be paid, then all outstanding allocated capital equities in the Association (however evidenced) shall be retired in full or on a pro rata basis without priority. Thereafter, all common stock of the Association

shall be retired at par in full or on a pro rata basis. After payment of all of the foregoing, any and all remaining funds shall be paid to stockholders of the Association at the time of liquidation in proportion to each stockholder's total patronage with the Association.

#### **ARTICLE VII** **SHAREHOLDER MEETINGS**

At all meetings of the stockholders of the Association, any and all questions and matters shall be voted upon the basis of each stockholder having one (1) vote regardless of the number of shares of common stock held. Stockholders holding stock and entitled to vote shall have the right to do so by written proxy. Cumulative voting shall not be permitted. Members of the Association entitled to cast a majority of all votes entitled to be cast, present in person or by written proxy, shall constitute a quorum for the transaction of all business.

#### **ARTICLE VIII** **OFFICERS**

The Directors shall elect from their own number a president who shall preside at all meetings of the Board. They shall also elect one or more vice presidents, a secretary, a treasurer, and such other officers as may be provided in the by-laws, none of whom need be a Director or stockholder.

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 the by-laws.

#### **ARTICLE IX** **BY-LAWS**

This Association shall adopt for its government and management a code of by-laws not inconsistent with these Articles or the powers granted by applicable laws which may only be amended as provided therein.

**ARTICLE X**  
**LIMITATION ON TRANSFER OF STOCK**

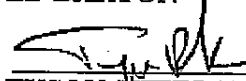
The capital stock of this Association shall be transferable only at the office of the Association and on its books, and only when the holder of such capital stock shall not be indebted to the Association. Such stock may be transferred only to a producer of agricultural products or a cooperative association of producers of agricultural products who shall have been approved by the Board of Directors for membership and who shall have subscribed for membership, all in accordance with the qualifications and requirements set forth in the by-laws of this Association. Whenever any stockholder holding common stock of this Association shall cease to be a producer of agricultural products, or cooperative association of producers of agricultural products, or shall fail to comply with these Articles, the by-laws or with any contract with the Association, the voting power of such stockholder shall immediately and automatically be suspended until such time as the Board of Directors shall find, by a majority vote, that such stockholder is again qualified. The property right of any such stockholder shall not in such case be affected by such suspension of his voting power, except that the Board of Directors of this Association may call in and retire at par value the common stock theretofore issued and held by said stockholder.

**ARTICLE XI**  
**ALTERATIONS AND AMENDMENTS**

These Articles of Incorporation may be altered or amended at any annual meeting of the stockholders or at any Special meeting called for the purpose, but in either case only upon the affirmative vote of at least sixty-six percent (66%) of members entitled to vote in the manner provided by applicable provisions of law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation are herein below subscribed by the undersigned Incorporators on this \_\_\_\_\_ day of December, 2001.

 1-2-2002  
ED BARTON

 1-2-2002  
TYSON SHERMAN

 1-14-2002  
7-62 THOMAS HURLEY

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **ED BARTON**, to me known to be the person described in and who executed the foregoing and acknowledged before me that he executed the same for the purposes therein expressed.

7th WITNESS my hand and official seal in the County and State last aforesaid this  
day of ~~December, 2001.~~  
January, 2002

*Sharon L. Davidson*  
NOTARY PUBLIC

 Sharon L. Davidson  
Commission # DD 044173  
Expires Sep. 7, 2005  
My Commission Expires: Bonded Thru  
Atlantic Bonding Co., Inc.

[NOTARIAL SEAL]

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **TYSON SHERMAN**, to me known to be the person described in and who executed the foregoing and acknowledged before me that he executed the same for the purposes therein expressed.

7th WITNESS my hand and official seal in the County and State last aforesaid this  
day of ~~December, 2001.~~  
January, 2002

*Sharon L. Davidson*  
NOTARY PUBLIC

 Sharon L. Davidson  
Commission # DD 044173  
Expires Sep. 7, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

[NOTARIAL SEAL]

STATE OF FLORIDA

COUNTY OF Indian River

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared THOMAS HURLEY, to me known to be the person described in and who executed the foregoing and acknowledged before me that he executed the same for the purposes therein expressed.

14<sup>th</sup> WITNESS my hand and official seal in the County and State last aforesaid this day of ~~December, 2001~~ JANUARY, 2002

Linda M. Moral  
NOTARY PUBLIC



Linda M. Moral  
MY COMMISSION # CC30162 EXPIRES  
July 16, 2004  
BONDED TO THE STATE OF FLORIDA

My Commission Expires:

[NOTARIAL SEAL]

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Tyson R. Sherman, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

Tyson R. Sherman

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 FEB -5 PM 1:58