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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FLORIDA GRAPEFRUIT MARKETING ASSOCIATION, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

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Amendment

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☐

Change of Registered Agent

☐

Dissolution/Withdrawal

Merger

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Articles 8
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REGISTRATION/QUALIFICATION

Examiner's Initials

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
FLORIDA GRAPEFRUIT MARKETING ASSOCIATION, INC.**

We, the undersigned, all of whom are engaged in the production of agricultural products, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association, without capital stock, under the provisions of Chapter 618 of Florida Statutes.

ARTICLE I. NAME

The name of the association shall be **FLORIDA GRAPEFRUIT MARKETING ASSOCIATION, INC.** and is referred to herein as the Association.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The Association shall have its principal place of business at 660 Beachland Blvd, Suite 301, Vero Beach, FL 32963.

ARTICLE III. PURPOSES

The Association has been organized for the purpose of satisfying the terms and conditions of that certain Grapefruit Marketing Contract between Cargill Citro Pure, LP and the Association (the "CCP/FGMA Agreement" a copy of which is appended to the Bylaws of the Association), including, but not limited to the acquisition of grapefruit from the Members (as that term is defined in the Bylaws of the Association) by, and delivery and sale of the same to, CCP pursuant to the terms of the CCP/FGMA Agreement, the enforcement of and compliance with the terms and conditions of the CCP/FGMA Agreement and the obtaining and distribution of the benefits of the CCP/FGMA Agreement to the Members. The Association does not intend to and shall not in any manner make or attempt to make money or other thing of value on citrus fruit, the purpose of the Association being directly to benefit the Members.

ARTICLE IV. POWERS

This Association shall have the following powers:

(1) To engage in any activity in connection with the satisfaction of the terms and conditions of the CCP/FGMA Agreement;

(2) To enforce the terms and conditions of the CCP/FGMA Agreement, the Member Marketing Agreement or any other contract entered into by the Association for the purposes identified above;

(3) To act as the agent or representative of any person respecting the above-identified activities;

(4) To establish reserves and to invest the funds thereof in bonds, or in such other property as may be provided in the Bylaws;

(5) To buy, hold, and exercise all privileges of ownership over such real or personal property, as may be necessary or convenient for the conduct and operation of any of the business of the Association or incidental thereto;

(6) To sell, convey, and transfer all of the assets of the Association; provided, such sale shall be consented to by Members representing 2/3 of the votes eligible to be cast, which consent shall be given either in writing, or by vote at a special meeting of its Members called for that purpose;

(7) To do each and every thing necessary, suitable or proper for the accomplishment of any one of the purposes, or the attainment of any one or more of the objects herein enumerated, or conducive to or expedient for the interest or benefit of the Association, and to contract accordingly; and in addition, to exercise and possess all powers, rights, and privileges necessary or incidental to the purposes for which the Association is organized or to the activities in which it is engaged, and any other rights, powers, and privileges granted by the laws of the State of Florida to corporations for profit, except such as are inconsistent with the express provisions of Chapter 618 of the Florida Statutes; and to do any such thing anywhere;

(11) The foregoing notwithstanding, the Association shall not, during any fiscal year, deal in or handle products, machinery, equipment, supplies, or perform services for and on behalf of nonmembers to an amount greater in value than such as are dealt in, handled, or performed by it for and on behalf of Members during the same period.

ARTICLE V. PERIOD OF DURATION

This Association shall have perpetual existence.

ARTICLE VI. DIRECTORS

This Association shall have at least six (6) directors.

The names and addresses of those who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
1. Ronald L. Edwards	Evans Properties, Inc 660 Beachland Blvd. Vero Beach, FL 32963
2. Gregory Nelson	Bernard Egan Company 1900 Old Dixie Highway Fort Pierce, FL 34946
3. Kevin Bynum	Premier Citrus LLC 1970 122nd Avenue Vero Beach, FL 32966
4. Daryl Jacobs	Scott Marketing Group, Inc. PO Box 2457 Fort Pierce, FL 34954
5. Thomas W. Hurley	Becker Holding Company 2627 South Jenkins Rd. Fort Pierce, FL 34981
6. [VACANT]	[VACANT]

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at

660 Beachland Blvd, Suite 301
Vero Beach, FL 32963

and the initial registered agent of this Corporation at that address shall be **Ronald L. Edwards**. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator signing these Articles is Steven B. Gold, P.O. Box 231, Orlando, Florida 32802-0231.

ARTICLE IX. MEMBERSHIP

The Association shall not have capital stock but shall admit applicants to membership in the Association upon such conditions as may be prescribed in its Bylaws. This Association shall be operated on a cooperative basis for the mutual benefit of its Members as producers of grapefruit. Membership in the Association shall be restricted to producers and associations of producers who shall patronize the Association as provided in the Bylaws. For purposes of determination of membership, where a single entity owns or controls multiple subsidiary or affiliated entities which are the legal owners of Groves as identified in Exhibit A to the CCP/FGMA Agreement, only the ultimate parent entity or the association of producers to which such entity is a member shall be the Member and shall represent and be responsible for all subsidiary, affiliated or member entities thereto.

The voting rights of each of the Members of the Association shall be equal to the pounds of grapefruit solids for processing produced by the groves of such Member as listed in Exhibit A in the crop year preceding the exercise of its right to vote.

The property rights and interests of each Member in the Association shall be unequal and shall be determined and fixed on a patronage basis as provided further in the Bylaws. The net proceeds from the business of the Association shall be allocated to each Member according to the revenue generated by sales of grapefruit from that Member's Groves, less the costs incurred, if any, by the Association in effecting the sales of grapefruit from that Member's Groves (including any services provided or arranged for by the Association for or on behalf of any Member), less the share of additional expenses, if any, of the Association in the proportion that the patronage of each Member bears to the total patronage of all the Members of the Association.

ARTICLE X. AMENDMENT

These articles and the Bylaws of the Association may be amended only upon the affirmative vote of a 2/3 majority of the votes eligible to be cast by the Members eligible to vote on the proposed amendment.

The Members of the Association, having organized and/or joined for the purposes of realizing the benefits of such CCP/FGMA Agreement as exists or shall exist, such CCP/FGMA Agreement may be entered into by the Association or, if extant, modified, only upon the affirmative vote of a 2/3 majority of the votes eligible to be cast by the Members eligible to vote on the proposed CCP/FGMA Agreement or proposed modification of such Agreement, these Articles of Incorporation or the Bylaws of the Association.

ARTICLE XI. INDEMNIFICATION

Each Member of the Association (the "Indemnifying Member") agrees to indemnify and hold the other Members and their respective officers, directors, employees, affiliates, successors and assigns harmless from and against the aggregate of all expenses, losses, costs, deficiencies, liabilities and damages (including, without

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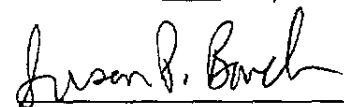
limitation, related counsel and paralegal fees and expenses) arising out of or resulting from any breach or alleged breach of a representation, warranty or certification made by such Indemnifying Member in these Articles of Incorporation or in any other representation, warranty or certification delivered pursuant to the Bylaws, the Member Marketing Agreement, the CCP/FGMA Agreement or in any other representation, document or certificate delivered pursuant to or in contemplation of any of the foregoing.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation as of the 22nd day of January, 2003.


Steven B. Gold, Incorporator

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing was acknowledged before me this 22nd day of January, 2003, by Steven B. Gold, one of the incorporators.


Notary Public, State of Florida
Print Name: Susan P. Barch
Personally Known X OR
Produced Identification _____
Type of Identification Produced _____



Susan P. Barch
MY COMMISSION # DD155502 EXPIRES
November 13, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

FLORIDA GRAPEFRUIT MARKETING ASSOCIATION, INC. (the "Association") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 660 Beachland Blvd., Suite 301, Vero Beach, FL 32963, has named and designated: Ronald L. Edwards, with a registered office located at: 660 Beachland Blvd., Suite 301, Vero Beach, FL 32963, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **FLORIDA GRAPEFRUIT MARKETING ASSOCIATION, INC.** (the "Association") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Association; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Association relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 12th day of January, 2003.



Ronald L. Edwards,
Registered Agent

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TALLAHASSEE, FLORIDA