

N03 000003942

Roy O. Wood

(Requestor's Name)

320 West Park Avenue

(Address)

(Address)

Tallahassee, FL 32301

(City/State/Zip/Phone #)

350-224-9994 X23

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Agricultural Harvesters Inc.

(Business Entity Name)

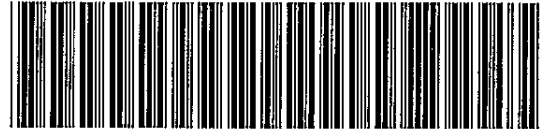
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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF
AGRICULTURAL HARVESTERS, INC.

THE UNDERSIGNED acting as incorporator of these Articles of Incorporation, is desirous of forming a Corporation Not for Profit, pursuant to Chapter 617, of the Laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be:

AGRICULTURAL HARVESTERS, INC.

ARTICLE II
PRINCIPAL OFFICE, MAILING ADDRESS AND REGISTERED AGENT

The location of the principal office of the Corporation shall be:

28295 Hwy 27
Dundee, FL 33838

The mailing address of the Corporation shall be:

P.O. Box 995
Dundee, FL 33838

The registered agent and registered office of the Corporation shall be:

Norman C. Payne, III

28295 Hwy 27
Dundee, FL 33838

ARTICLE III
PURPOSES

A. This Corporation is organized exclusively for non-profitable purposes within the meaning of Internal Revenue Code of 1986 ("IRC") Section 501(c)(5) or the corresponding provision of any future United States Internal Revenue law; and is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act.

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B. Additionally, the purpose for which this Association is formed is that set forth in Section 604.09 of the Florida Statutes; to further promote harmony and goodwill among the members of the Association; to promote greater interest in harvesting activities and services; to achieve common goals and solve common problems; and to do all other things necessary or desirable in connection with the foregoing purposes.

ARTICLE IV POWERS

A. This Corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida, but within the restrictions of IRC Section 501(c)(5) and which are convenient or necessary to effect the purposes of the Corporation.

B. Consistent with the foregoing, the Powers of this Corporation shall be limited as follows:

(1) No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(2) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under IRC Section 501(c)(5), or corresponding section of any future federal tax code.

ARTICLE V QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

A. The initial member of the Corporation shall be the incorporator as set forth in Article VIII hereof. The membership shall be open to all persons interested in the objectives of the Corporation.

B. The By-Laws of the Corporation may prescribe additional qualifications for membership and may provide for additional classes of members.

C. Prospective members shall be admitted to membership upon approval by the Board of Directors, according to procedures and limitations established in the By-Laws of the Corporation.

**ARTICLE VI
TERM OF EXISTENCE**

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617, as Amended.

**ARTICLE VII
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator shall be:

Norman C. Payne, III	P.O. Box 995
	Dundee, FL 33838

**ARTICLE VIII
OFFICERS AND DIRECTORS**

A. The affairs of this Corporation shall be managed by a governing board called the Board of Directors, the members of which shall be not less than three (3). The Board of Directors shall be elected initially by the incorporator, and thereafter at the Annual Meeting of the Corporation. Vacancies on the Board of Directors may be filled until the next Annual Meeting, in such manner as provided by the By-Laws of the Corporation.

B. The officers shall be: a President, Secretary, Treasurer and such other officers as determined by the Board of Directors. They shall be elected by the Board of Directors. The initial officers shall be:

President – Norman C. Payne, III
Secretary – Wesley W. Wurth
Treasurer – Cynthia C. Payne

C. The officers and the Board of Directors shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

**ARTICLE IX
BY-LAWS**

The By-Laws of this Corporation may be altered, amended or repealed, and new By-Laws may be adopted as provided in the By-Laws of the Corporation.

**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles may be amended as provided in the By-Laws of the Corporation.

**ARTICLE XI
DISTRIBUTION UPON DISSOLUTION**

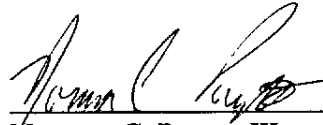
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes for which this Corporation was organized to such organization or organizations organized and operated exclusively for like purposes.

**ARTICLE XII
INDEMNIFICATION**

The Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the laws of the State of Florida currently in effect or hereinafter enacted, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executor or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by Article XII shall include the right to be paid by the Corporation for expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

No director or officer of the corporation shall be personally liable for monetary damages for breach of his or her fiduciary duty as an officer or director except for liability, (i) for any breach of the officers or directors duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 617.0834 of the Florida Not-For-Profit Corporation Act, or (iv) for any transaction from which the officer or director derived an improper personal benefit.

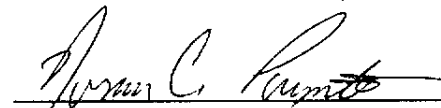
IN WITNESS WHEREOF, the undersigned incorporator, has hereunto executed these Articles this 17 day of December, 2002, for the purpose of forming this non-profit Corporation under the laws of the State of Florida, and hereby makes and files in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.



Norman C. Payne, III
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated Corporation at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.



Norman C. Payne, III
REGISTERED AGENT

STATE OF Florida)
COUNTY OF Polk)

Before me personally appeared on this 17 day of December, 2002, Norman C. Payne, III, who is personally known to me or has produced _____ as identification and who acknowledged to and before me that (s)he executed the foregoing instrument.


NOTARY PUBLIC

Julie Urban

PRINT NAME:

State of Florida (SEAL/STAMP)

Commission No.:

My Commission Expires:

