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Florida Department of State  
Division of Corporations  
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## FLORIDA NON-PROFIT CORPORATION

Martin County Agricultural Landowners, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 MAY 30 AM 8:24

6-2-03  
[Signature]

**ARTICLES OF INCORPORATION  
OF  
MARTIN COUNTY AGRICULTURAL LANDOWNERS, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

SECRETARY OF STATE  
ALABAMA, FLORIDA  
03 MAY 30 AM 8:24

FILED

The undersigned, acting as Incorporator of a Florida corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is Martin County Agricultural Landowners, Inc. (the "Corporation")

**ARTICLE II**

**ADDRESS**

The address of the principal office of the Corporation is as follows:

1505 S.W. Martin Highway  
Palm City, Florida 34990

The Corporation's mailing address is as follows:

P.O. Box 1081  
Palm City, Florida 34991

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of promoting the common business interests of the agricultural landowners in Martin County, Florida. This Corporation is not organized for profit and no part of the net earnings of the Corporation may inure to the benefit of any private shareholder, member or individual.

The foregoing specific purpose shall not be held to limit or restrict in any manner the powers of this corporation as conferred by the laws of the State of Florida and shall be understood to be in furtherance of, and in addition to, such general powers conferred on corporations not for profit under the provisions of Chapter 617 of the Florida Statutes, as the same may be amended from time to time, or the provisions of any similar law.

#### **ARTICLE IV**

##### **ELECTION OF DIRECTORS**

The Directors will be elected as stated in the Bylaws of the Corporation, provided however that the Board of Directors must consist of at least three individuals.

#### **ARTICLE V**

##### **INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have five (5) members of the Board of Directors to hold office until their successors are duly elected and qualified.

The following persons shall constitute the initial Board of Directors of the Corporation:

<u>Name</u>	<u>Address</u>
EDWIN EDWARD WALPOLE, III	1505 S.W Martin Highway Palm City, Florida 34990
RICHARD E. HURLEY	1505 S.W. Martin Highway Palm City, Florida 34990
JAMES HAGOOD	1505 S.W. Martin Highway Palm City, Florida 34990
JEFFREY J. KRIEGER	1505 S.W. Martin Highway Palm City, Florida 34990
ALFREDO J. SANCHEZ	1505 S.W. Martin Highway Palm City, Florida 34990

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**ARTICLE VII****DISSOLUTION**

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further expressed provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, transfer or convey the assets of the Corporation to one or more organizations engaged in activities substantially similar to those of the Corporation.

**ARTICLE VIII****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1505 S.W. Martin Highway, Palm City, Florida, 34990, and the name of the initial Registered Agent of the Corporation is Edwin Edward Walpole, III.

**ARTICLE IX****INDEMNIFICATION**

The Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer

and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
EDWIN EDWARD WALPOLE, III	1505 S.W. Martin Highway Palm City, Florida 34990

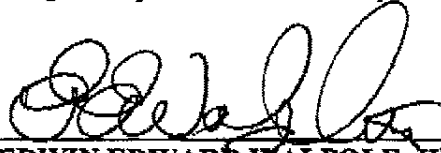
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28<sup>th</sup> day of May, 2003.

  
\_\_\_\_\_  
EDWIN EDWARD WALPOLE, III  
Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above-stated not for profit corporation at the place designated in this certificate, I hereby accept the appointment as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617, Florida Statutes.

Dated: May 28, 2003

  
**EDWIN EDWARD WALPOLE, III**  
Initial Registered Agent

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03 MAY 30 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA