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**MORRELL & WATSON, P.A.**

ATTORNEYS AT LAW

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September 22, 2006

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

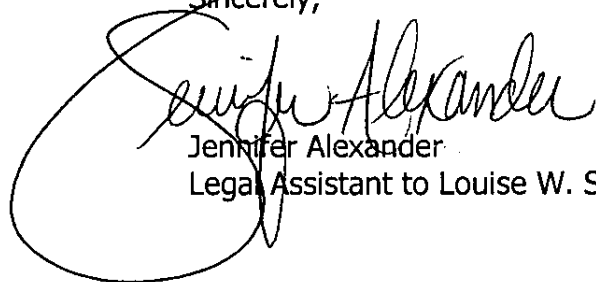
Re: Articles of Incorporation of Polk County Cattlemen's Association, Inc.

Dear Sir or Madam:

Enclosed please find for filing with your agency the Articles of Incorporation for the Polk County Cattlemen's Association along with a check in the amount of \$78.75 to cover the filing fee.

If you have any questions, please contact our office at any time.

Sincerely,



Jennifer Alexander  
Legal Assistant to Louise W. Spivey

LWS/ja  
Enclosures

**ARTICLES OF INCORPORATION**  
**of**  
**POLK COUNTY CATTLEMEN'S ASSOCIATION, INC.**  
**A Florida Non-Profit Corporation**

**FILED**  
2006 SEP 25 P 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and does hereby state as follows:

**ARTICLE 1**  
**NAME**

The name of this corporation shall be POLK COUNTY CATTLEMEN'S ASSOCIATION, INC. ("Association").

**ARTICLE 2**  
**PRINCIPAL OFFICE**

The principal place of business of this corporation shall be Polk County Cattlemen's Association, 1702 Highway 17, South, Bartow, Florida 33830, and the mailing address shall be Post Office Box 9005, Drawer H503, Bartow, Florida 33831.

**ARTICLE 3**  
**PURPOSES**

The purposes for which this Association is formed are as follows:

3.1 To form an "Association" of citizens of Polk County Florida and elsewhere to meet together and discuss the problems of the cattle industry for Polk County and elsewhere, and arrive at solutions; to promote cooperation, understanding and goodwill among those engaged in the producing of cattle and livestock in Polk County, Florida, and elsewhere; to aid, foster and promote ideas and carry out such ideas as will tend to better the development of the cattle industry in Polk County, Florida, and elsewhere; to affiliate and cooperate with the Florida Cattlemen's Association, Inc.; to hold, foster, and promote cattle shows, rodeos, cattle sales, and other public events relating to cattle; and to receive donations, gifts, and other property to be used to pursue the foregoing purposes.

3.2 To establish by-laws ("By-Laws"), to provide for the administration of the Association, and to enforce the provisions of these Articles of Incorporation and the By-Laws.

3.3 The Association shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by these Articles and the By-Laws of the Association.

## **ARTICLE 4 MANNER OF ELECTION**

4.1 The affairs and property of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) persons. The first Board of Directors shall have three (3) members and, in the future, the number shall be determined from time to time in accordance with the Association's By-Laws.

4.2 The Directors named in these Articles shall serve until the first election of a director or directors as provided in the By-Laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term.

4.3 All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The Board of Directors shall elect from among the Members a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable. The President shall be elected from among the membership of the Board of Directors but no other officer need be a Director.

## **ARTICLE 5 INITIAL DIRECTORS AND OFFICERS**

The following persons shall constitute the initial Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

<u>Name</u>	<u>Address</u>
Jimmy Allen	6124 Waterwood Trail Bartow, Florida 33830
Ned Waters	601 Old Lake Wales Road Bartow, Florida 33830
Dennis Ford	11710 Whipperwill Lane Lakeland, Florida 33809

The following persons shall constitute the initial Officers and shall serve until the first election of the Officers at the first regular meeting of the Board of Directors:

<u>Name</u>	<u>Title</u>
Jimmy Allen	President
Ned Waters	Vice-President
Dennis Ford	Secretary/Treasurer

## **ARTICLE 6 EXISTENCE**

This Association shall have perpetual existence. In the event that the Association is dissolved, all assets of the Association shall be transferred to the Florida Cattlemen's Association or another similar entity whose goal is to promote the cattle industry.

## **ARTICLE 7 AMENDMENTS**

7.1 Proposals for amendments to these Articles of Incorporation may be made by ten percent (10%) of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of a majority of the votes of the Members shall be required for approval of the proposed amendment or amendments.

7.2 Any Member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon, either before, at or after a membership meeting at which a vote is taken to amend these Articles.

## **ARTICLE 8 INDEMNIFICATION**

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except

in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Directors as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

## ARTICLE 9 INITIAL REGISTERED AGENT

The name and Florida street address of the registered agent is as follows:

Name

Address

Eduardo F. Morrell, Esq.

187 Lake Morton Drive  
Lakeland, Florida 33801

## ARTICLE 10 INCORPORATOR

The name and Florida street address of the Incorporator is as follows:

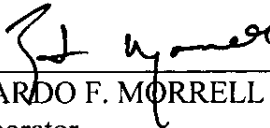
Name

Address

Eduardo F. Morrell, Esq.

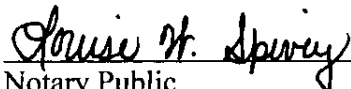
187 Lake Morton Drive  
Lakeland, Florida 33801

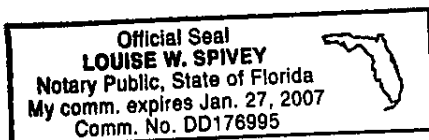
IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 20th day of September, 2006.

  
\_\_\_\_\_  
EDUARDO F. MORRELL  
Incorporator

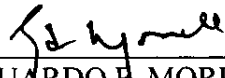
STATE OF FLORIDA,  
COUNTY OF POLK.

The foregoing instrument was acknowledged before me this 20th day of September, 2006, by Eduardo F. Morrell, as Incorporator.

  
\_\_\_\_\_  
Notary Public  
Print Name: Louise W. Spivey  
My Commission Expires: \_\_\_\_\_



Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with the duties of a registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
EDUARDO R. MORRELL  
Registered Agent

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