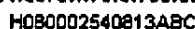


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FLORIDA'S NATURAL GROWERS FOUNDATION, INC.

DIVISION OF SEPARATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORIDA'S NATURAL GROWERS FOUNDATION, INC.**

*A Florida Non-profit Corporation formed under Chapter 617
of the Florida Statutes*

Article I Name: The name of the corporation shall be **FLORIDA'S NATURAL GROWERS FOUNDATION, INC.** hereinafter referred to as the "Foundation".

Article II Principal Office. The Street Address of the principal office of the Foundation shall be at 20503 Highway 27 North, Lake Wales, Florida 33853, and the mailing address shall be P.O. Box 1111, Lake Wales, Florida 33859.

Articles III Purpose.

A. The purpose for which this Foundation is formed, and the manner in which it is to be operated, is exclusively for religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (provided that no part of this Foundation's activities shall involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals *provided, always* that no part of the net earnings of which inures to the benefit of any director, private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the U.S. Internal Revenue Code), and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

B. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. It is intended that transfers to the Foundation shall qualify for deduction under Sections 170, 2055 and 2522 of the Code, as amended, and that the Foundation shall be exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code which is other than a private foundation by reason of being described in Section 509(a) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Foundation shall be limited accordingly.

C. The Foundation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any successor provisions thereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above stated purposes.

Article IV Manner for the Election of Directors. The affairs of this Foundation shall be managed by a Board of not less than 3 members nor more than 9 who shall be selected by the Board

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of Directors of Citrus World, Inc., an agricultural marketing association formed under chapter 618 of the Florida Statutes of Lake Wales, Florida. In the event for any reason such Board of Directors shall cease to act or to exist, then the Directors of this Foundation shall be elected by its Directors existing at the time vacancies appear.

Article V. Initial Directors and Initial Officers. The following persons shall constitute the first Board of Directors of this Foundation to serve until their successors are duly elected:

Stephen M. Caruso
Walter M. Lincer
David C. Latham

William J. Hendry
Susan Langley

The following persons shall be the initial officers of this Foundation to serve until their successors are duly elected.

Walter M. Lincer
William J. Hendry
David C. Latham

President
Vice President & Treasurer
Secretary

Article VI. Bylaws. The Foundation shall by a vote of its Directors, adopt a code of bylaws for its government and management.

Article VII. Amendments. The bylaws adopted pursuant to Article VI may be amended by a two thirds vote of the Board of Directors. These Articles may also be amended by a two thirds vote of the Directors but any such amendment shall be subject to the approval of the Citrus World, Inc. Board of Directors. In addition, no amendment of either the bylaws or these Articles, may be made which would nullify or cancel the Foundation's primary purpose nor its status with the U.S. Department of Revenue.

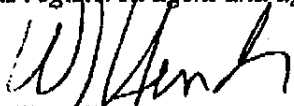
Article VIII. Dissolution. This Foundation may be dissolved by at least a two thirds vote of its Directors AND by a majority vote of the Board of Directors of Citrus World, Inc. Upon the dissolution of the Foundation, the directors and officers shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation to one or more organizations organized and operated exclusively for charitable, scientific, or educational purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the code, as the directors and officers may determine, provided that any such organization is and shall have been for sixty (60) calendar months prior to any such distribution, described in Section 170(b)(1)(A) of the Code (other than in clauses (vii) and (viii) of such Section). Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction in which the principal office of the Foundation is then located, exclusively for such purpose, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article IX. Incorporator and Registered Agent. The name and address of the incorporator of this Foundation is Walter M. Lincer, 20205 North U.S. Highway 27, Lake Wales, Florida 33853.

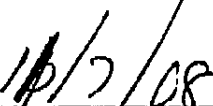
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The name of the Registered Agent at 20205 North U.S. Highway 27, Lake Wales, Florida 33853 is **William J. Hendry.**

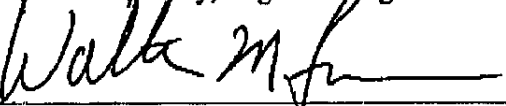
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



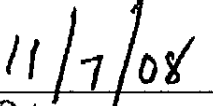
William J. Hendry, Registered Agent



Date



Walter M. Lincer, Incorporator



Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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