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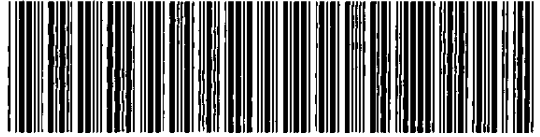
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APPROVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH



Office of the Vice President and General Counsel

April 22, 2009

123 Tigert Hall
PO Box 113125
Gainesville, FL 32611-3125
352-392-1358
352-392-4387 Fax

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

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation and Registered Agent Designation for Citrus Research and Development Foundation, Inc. A check for \$78.75 for the filing fees and a copy certified is also enclosed.

Please send the certified copy and a date stamped copy of this letter (enclosed) to me at the above address.

Thank you.


Michael W. Ford
Senior University Counsel

APPROVED
AND
FILED

09 APR 23 PM 3:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
FLORIDA CITRUS RESEARCH
AND DEVELOPMENT FOUNDATION, INC.
A Florida Not-for-Profit Corporation**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE 1. NAME OF CORPORATION AND PRINCIPAL OFFICE

The name of the Corporation is Florida Citrus Research and Development Foundation, Inc.. The principal office is 700 Experiment Station Road, Lake Alfred, Florida 33850.

ARTICLE 2. TERM

The Corporation shall have perpetual existence.

ARTICLE 3. PURPOSES

The purpose of this Corporation is to promote research, education and extension at, or for the benefit of, the Institute of Food and Agricultural Science at the University of Florida on issues related to the Florida citrus industry, including, but not limited to production, harvesting, processing, and packing research and technology. To the extent consistent with the preceding sentence and permissible under Florida law, the purpose of this Corporation shall include but not be limited to conducting research, education and extension to develop new technologies to combat biological threats to the citrus industry

and advocate through education, demonstration and extension the rapid deployment of technologies and solutions thereto on an industry wide basis.

ARTICLE 4. MEMBERS

The Corporation shall not have any members.

ARTICLE 5. POWERS

The Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

ARTICLE 6. BOARD OF DIRECTORS

All corporate powers shall be exercised and the affairs of the Corporation shall be managed under the direction of a Board of Directors consisting of not less than three (3) persons, the exact number of which shall be provided in the Bylaws. The manner of appointment, election or designation of the directors shall be as provided in the Bylaws.

ARTICLE 7. OFFICERS

The Officers of the Corporation, and the manner of their appointment, shall be as set forth in the Bylaws.

ARTICLE 8. BYLAWS

Bylaws, not inconsistent with Florida law or these Articles, shall be adopted by the Board of Directors to provide for the administration of the affairs of the Corporation and the exercise of its corporate powers.

ARTICLE 9. AMENDMENTS

The Articles of Incorporation and Bylaws of the Corporation may be amended by the Board of Directors but any such amendment shall not be effective until approved by the President of the University of Florida.

ARTICLE 10. LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE 11. DISSOLUTION

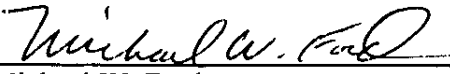
Upon the dissolution of the Corporation, after payment or making provision for payment of the liabilities and obligations of the Corporation, and after the return, transfer or conveyance of assets which are held by the Corporation under a condition or contract requiring their return, the Board of Directors shall distribute the Corporation's remaining assets to The University of Florida Foundation, Inc. to be held for the purpose of citrus research, education and extension by The Institute of Food and Agricultural Service at the University of Florida; provided that such organization is exempt from federal income tax under Section 501(a) of the Internal Revenue Code and is described in Section 501(c)(3) of the Internal Revenue Code. In the event that such organization fails to be an exempt organization as described in the foregoing sentence, then the remaining assets shall be

distributed to an organization so qualifying selected by the Board of Directors to be held for the purpose of citrus research, education and extension.

ARTICLE 12. REGISTERED OFFICE AND REGISTERED AGENT

The registered office address of the Corporation is Room 123, Tigert Hall, University of Florida, Gainesville, Florida 32611-3125. The name of the registered agent is Michael W. Ford.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of April, 2009.



Michael W. Ford
Room 123
Tigert Hall
University of Florida
Gainesville, FL 32611-3125

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent to accept service of process for the Florida Citrus Research and Development Foundation, Inc. at the place identified in Article 12 hereof, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and will comply with the provisions of all statutes relating to the proper and complete performance of my duties and I accept the obligations and duties of the registered agent of the Corporation.

Michael W. Ford
Michael W. Ford

April 22, 2008
Date

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA