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FLORIDA PROFIT/NON PROFIT CORPORATION
SUNSHINE STATE BIOMASS COOPERATIVE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	$78.75

MDM 030836/054867

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUNSHINE STATE BIOMASS COOPERATIVE, INC.

The undersigned, all of whom are engaged in the production of agricultural products, acting as the incorporators of this Association pursuant to Chapter 618 of the Florida Statutes, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association, with capital stock, under Chapter 618 of the Florida Statutes and the laws of the State of Florida and adopt these Articles of Incorporation for the Association.

ARTICLE I - NAME OF COOPERATIVE

The name of this Association will be SUNSHINE STATE BIOMASS COOPERATIVE, INC.

ARTICLE II - TERM OF EXISTENCE

This Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III - PRINCIPAL OFFICE

The initial principal office of this Association will be located at 3784 NW 124th Ave Coral Springs, FL 33065.

ARTICLE IV - GENERAL PURPOSE

The general purpose for which this Association is organized will be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 618 of the Florida Statutes.

ARTICLE V – POWERS AND DUTIES OF THE ASSOCIATION

The duties and powers of the Association shall be exercised by the Board of Directors unless provided otherwise in these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(1) To engage in any activity in connection with the producing, marketing, selling, preserving, growing, harvesting, drying, processing, manufacturing, canning, packing, grading, warehousing, storing, handling, or utilizing of agricultural products or in the manufacturing or marketing of the byproducts thereof; or in any activities in connection with the manufacturing, purchasing, hiring or using supplies, machinery, or equipment; or in the financing of any of the above-enumerated activities, or in performing business or educational

services, on a cooperative basis, for those engaged in agriculture as bona fide producers of agricultural products, or in any one or more of the activities specified herein;

(2) To borrow money from any source without limitation as to amount of corporate indebtedness or liability, with authority to give any kind or form of obligation or security therefor;

(3) To act as the agent or representative of any person in any of the above-mentioned activities;

(4) To make loans or advances to members and to their members, to nonmember patrons, and to nonmember patrons of members, with authority to accept therefor any kind, form or type of obligation with or without security; to purchase, endorse, discount, sell, or guarantee the payment of any note, draft, bill of exchange, indenture, bill of sale, mortgage, or other obligation, the proceeds of which have been advanced or used in the first instance for any of the purposes provided for herein; to discount for or purchase from any association organized under the laws of any state, with or without its endorsement, any note, draft, bill of exchange, indenture, bill of sale, mortgage, or other obligation the proceeds of which are advanced or used in the first instance for carrying on any cooperative activity authorized in this chapter and with authority to dispose of same with or without endorsement;

(5) To purchase or otherwise acquire, to hold, own, and exercise all rights of ownership in, and to sell, transfer, pledge, or guarantee the payment of dividends or interest on, or the retirement or redemption of shares, of capital stock, bonds, or other obligations of any corporation or association, engaged in any directly or indirectly related activity, or in the producing, picking, hauling, packing, shipping, handling, warehousing, financing, canning, preserving, processing, manufacturing, utilizing, marketing, or selling of any of the products handled by the Association, or any byproducts thereof;

(6) To establish reserves and to invest the funds thereof in bonds, or in such other property as may be provided in the Bylaws;

(7) To buy, hold, and exercise all privileges of ownership over such real or personal property, as may be necessary or convenient for the conduct and operation of any of the business of the Association or incidental thereto;

(8) To sell, convey, and transfer all of the assets of the Association; provided, such sale shall be consented to by the holders of the majority of the common stock, which consent shall be given either in writing, or by vote at a special meeting of its stockholders called for that purpose;

(9) To establish, secure, own, and develop patents, trademarks, and copyrights;

(10) To do each and everything necessary, suitable or proper for the accomplishment of any one of the purposes, or the attainment of any one or more of the objectives herein enumerated, or conducive to or expedient for the interest or benefit of the

Association, and to contract accordingly; and in addition, to exercise and possess all powers, rights, and privileges necessary or incidental to the purposes for which the Association is organized or to the activities in which it is engaged, and any other rights, powers, and privileges granted by the laws of this state to corporations for profit, except such as are inconsistent with the express provisions of Chapter 618 of the Florida Statutes; and to do any such thing anywhere;

(11) The Association, during any fiscal year thereof, shall not deal in or handle products, machinery, equipment, supplies, or perform services for and on behalf of nonmembers to an amount greater in value than such as are dealt in, handled, or performed by it for and on behalf of its members during the same period.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article V.

ARTICLE VI - CAPITAL STOCK

(1) The maximum number of shares of capital stock that this Association is authorized to issue and have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of One Dollar ($1.00) per share.

(2) The common stock of the Association may be purchased, owned or held only by agricultural producers who (1) patronize the Association in accordance with uniform terms and conditions prescribed by it, and (2) have been approved by the Board of Directors.

(3) "Producer" shall mean and include persons (natural or corporate) engaged in the production of vegetative plant material or other agricultural products, including tenants of land used for the production of any such product; and lessors of such land who receive as rent therefore part of any such product of such land; and cooperative associations (corporate or otherwise) of such producers.

(4) Each member shall hold only one share of common stock and each eligible holder of common stock shall be entitled to only one vote in any meeting of the stockholders. In the event the Board of Directors of the Association shall find, following a hearing, that any of the common stock of the Association has come into the hands of any person who is not eligible for membership or that the holder has ceased to be an eligible member, such holder shall have no rights or privileges on account of such stock, or vote or voice in the management or affairs of the Association other than the right to participate in accordance with law in case of the Association's dissolution. The Association shall repurchase such stock for par value. If such holder fails to deliver any certificate evidencing the stock, the Association may cancel such certificate on its books and records, and the certificate will thereby become null and void.

(5) The common stock of this Association may be transferred only with the consent of the Board of Directors of the Association and on the books of the Association, and then only to persons eligible to hold it. No purported assignment or transfer of common stock

shall pass to any person not eligible to hold it, nor the rights or privileges on account of such stock, nor a vote or voice in the management of the affairs of the Association. The Association shall have a lien on all of its issued common stock for all indebtedness of the holders thereof to the Association. No dividends shall be paid on the common stock.

ARTICLE VII – BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws. The Bylaws shall contain the terms and conditions of member and nonmember participation and patronage for the Association.

ARTICLE VIII – AMENDMENTS

These Articles may be altered or amended at any regular meeting or any special meeting of the members called for such purpose. An amendment must first be approved by two-thirds of the Board of Directors and then adopted by a vote representing a majority of a quorum of the members attending a meeting of which notice of the proposed amendment shall have been given as provided in the Bylaws of the Association. Thereupon the Association shall make under its corporate seal and the hands of its president or vice president and secretary or assistant secretary, a certificate accordingly, and the president or vice president shall duly execute and acknowledge such certificate before an officer authorized by law to take and certify acknowledgments of deeds, and such certificate so executed and acknowledged shall be filed with the Department of State; and upon so filing the same, the articles of incorporation of the Association shall be deemed to be amended accordingly.

ARTICLE IX - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Association in the State of Florida will be 800 N. Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Association at that address is Dean Mead Services, LLC. The Board of Directors may from time to time designate a new registered agent.

ARTICLE X – INCORPORATOR

The name and street address of the incorporators of this Association are as follows:

Name	Street Address
David Dishrow	3784 NW 124th Avenue Coral Springs, FL 33065
Deva Khalsa	3260 NW 23rd Avenue, Suite 400 Pompano Beach, FL 33069

Roger DeCapito	10689 Heritage Blvd. Lake Worth, FL 33449

ARTICLE XI - INITIAL BOARD OF DIRECTORS

A. The initial number of Directors of this Association will be five (5).

B. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of this Association, but will never be less than three (3).

C. The name and street address of the initial members of the Board of Directors, who will hold office for the first year of existence of this Association or until their successors are elected or appointed and have qualified, are:

Name	Street Address
Richard Squires	12600 SW 125th Avenue Miami, FL 33186
David Dibsrow	3784 NW 124th Avenue Coral Springs, FL 33065
Roger DeCapito	10689 Heritage Boulevard Lake Worth, FL 33449
Deva Khalsa	3260 NW 23rd Avenue, Suite 400 Pompano Beach, FL 33069
Max Garcia	9465 153rd Road South Delray Beach, FL 33446

ARTICLE XII – INDEMNIFICATION

This Association will indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 1 day of June, 2011.

David Disbrow, Incorporator

Deva Khalsa, Incorporator

Roger DeCapito, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said acts.

Sunshine State Biomass Cooperative, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered offices at 800 N. Magnolia Avenue, Suite 1500, Orlando, Florida 32803, has named Dean Mead Services, LLC, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

DEAN MEAD SERVICES, LLC

By: Dean, Mead, Egerton, Bloodworth, Capouano & Bozarth, P.A.
Its: Sole Member

By: Stephen R. [signature]

Dated: June 3, 2011

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