

# N12000011158

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Division of Corporations

#1732 P.001 /009  
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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
HEARTLAND FRUIT COOPERATIVE, INC.

Certificate of Status	0
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November 21, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LATHAM, SHUKER, EDEN & BEAUDINE, LLP

SUBJECT: HEARTLAND FRUIT COOPERATIVE, INC.

REF: W12000058600

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

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**ARTICLES OF INCORPORATION  
OF  
HEARTLAND FRUIT COOPERATIVE, INC.**

The undersigned do hereby associate ourselves together for the purpose of forming a cooperative association, with capital stock, under and by virtue of the provisions of Chapter 618 of the Florida Statutes (hereinafter referred to as "The Agricultural Cooperative Act") and having the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this Association shall be HEARTLAND FRUIT COOPERATIVE, INC.

**ARTICLE II  
PURPOSE AND POWERS**

A. This Association's purpose shall be to handle and market citrus fruit for its members and all powers shall be consistent with those activities intended to effectuate the purpose of this Association.

B. This Association shall have the all powers conferred upon an entity formed under Chapter 618 of the Florida Statutes, as amended from time to time; provided the same are utilized primarily to accomplish the purpose of the Association set forth in Section A of this Article II.

**ARTICLE III  
PRINCIPAL OFFICE**

The principal office of this Association within the State of Florida is to be located at 3335 US 27 South, Sebring, Florida 33872, Highlands County, Florida. It may have branch offices at such other places within or without the State of Florida as may be determined by the Board of Directors.

**ARTICLE IV  
DURATION**

This Association shall have perpetual existence unless and until dissolved in the way and manner provided by law.

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 111 N. Magnolia Avenue, Suite 1400, Orlando, FL 32801 and the name of the initial registered agent of the Corporation at that address is LSEB Agent Services, Inc.

ARTICLE VI  
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) Directors, to be elected by the stockholders entitled to vote at the time and in the manner provided in the by-laws of this Association, such Directors to have such qualifications as may be provided in said by-laws. When a vacancy on the Board of Directors occurs other than by expiration of a term, the remaining members of the Board may, unless otherwise provided in the by-laws, by a majority vote, fill the vacancy.

The names and addresses of those who are to serve as Directors for the first term or until the election of their successors are as follows:

Name:	Address:
Mark McLean	c/o FruitBasics, LLC 1745 US 27 S Sebring, Fl. 33870
Chuck Young	c/o C. Young Citrus, Inc. 1515 Hwy 17 N Eagle Lake, Fl. 33839
Somer Smith	c/o Leonard C Smith Jr. Revocable Trust PO Box 1021 Sebring, Fl. 33872

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ARTICLE VII  
CAPITAL STOCK

The amount of capital stock of this Association shall be Ten Thousand (10,000) shares of common stock of the par value of Ten Dollars (\$10.00) per share.

The common stock of this Association shall be held only by producers of agricultural products or cooperative associations of producers of agricultural products as defined by Florida Statute Chapter 618, who shall meet the qualifications set forth in the by-laws of the Association from time to time. Only the holders of said common stock shall be regarded as members of the Association and all such members shall each be obliged to subscribe and pay for share(s) of said stock as prescribed in the by-laws of the Association. All of the voting power of the Association shall be vested in the holders of said common stock and each member shall be entitled to one (1) vote at all member-stockholder meetings regardless of the number of shares of stock actually held by each member.

No dividends shall be paid on the common stock of the Association.

In the event of liquidation or dissolution of the Association in any manner, all outstanding indebtedness of the Association shall first be paid, then all outstanding allocated capital equities in the Association (however evidenced) shall be retired in full or on a pro rata basis without priority. Thereafter, all common stock of the Association shall be retired at par in full or on a pro rata basis. After payment of all of the foregoing, any and all remaining funds shall be paid to stockholders of the Association at the time of liquidation in proportion to each stockholder's total patronage with the Association.

#### ARTICLE VIII SHAREHOLDER MEETINGS

At all meetings of the stockholders of the Association, any and all questions and matters shall be voted upon the basis of each stockholder having one (1) vote regardless of the number of shares of common stock held. Stockholders holding stock and entitled to vote shall have the right to do so by written proxy. Cumulative voting shall not be permitted. Members of the Association entitled to cast a majority of all votes entitled to be cast, present in person or by written proxy, shall constitute a quorum for the transaction of all business.

#### ARTICLE IX OFFICERS

The Directors shall elect from their own number a president who shall preside at all meetings of the Board. They shall also elect one or more vice presidents, a secretary, a treasurer, and such other officers as may be provided in the by-laws, none of whom need be a Director or stockholder.

All officers shall hold office during the pleasure of the Board of Directors and shall have such powers and duties as may be conferred upon them by law and the by-laws.

#### ARTICLE X BY-LAWS

This Association shall adopt for its government and management a code of by-laws not inconsistent with these Articles or the powers granted by applicable laws which may only be amended as provided therein.

#### ARTICLE XI LIMITATION ON TRANSFER OF STOCK

The capital stock of this Association shall be transferable only at the office of the Association and on its books, and only when the holder of such capital stock shall not be indebted to the Association. Such stock may be transferred only to a producer of agricultural products or a cooperative association of producers of agricultural products who shall have been approved by the

Board of Directors for membership and who shall have subscribed for membership, all in accordance with the qualifications and requirements set forth in the by-laws of this Association. Whenever any stockholder holding common stock of this Association shall cease to be a producer of agricultural products, or cooperative association of producers of agricultural products, or shall fail to comply with these Articles, the by-laws or with any contract with the Association, the voting power of such stockholder shall immediately and automatically be suspended until such time as the Board of Directors shall find, by a majority vote, that such stockholder is again qualified. The property right of any such stockholder shall not in such case be affected by such suspension of his voting power, except that the Board of Directors of this Association may call in and retire at par value the common stock theretofore issued and held by said stockholder.

ARTICLE XII  
ALTERATIONS AND AMENDMENTS

These Articles of Incorporation may be altered or amended at any annual meeting of the stockholders or at any Special meeting called for the purpose, but in either case only upon the (i) affirmative vote of at least sixty-six percent (66%) of members entitled to vote in the manner provided by applicable provisions of law and (ii) consent of Citrus Marketing Services, Inc., for so long as CMS has a Marketing Agreement with the Association.

ARTICLE XIII  
INCORPORATORS

The names and street addresses of the incorporators signing these Articles are:

<u>Name</u>	<u>Street Address</u>
Mark McLean	c/o FruitBasics, LLC 1745 US 27 S Sebring, FL 33870
Chuck Young	c/o C. Young Citrus, Inc. 1515 Hwy 17 N Eagle Lake, FL 33839
Somer Smith	c/o Leonard C Smith Jr. Revocable Trust PO Box 1021 Sebring, FL 33872

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[Signature page follows]

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IN WITNESS WHEREOF, the foregoing Articles of Incorporation are hereinbelow subscribed by the undersigned Incorporators on this 8th day of November, 2012.

Mark McLean  
Mark McLean

Chuck Young  
Chuck Young

Somer Smith  
Somer Smith

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## STATE OF FLORIDA

COUNTY OF Washington

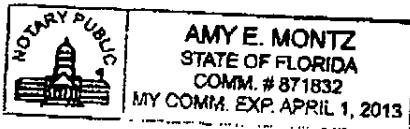
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Mark McLean, Chuck, Sperry, and Werner Vennit, to me known to be the persons described in and who executed the foregoing and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 8<sup>th</sup> day of Nov, 2012.

Amy E. Montz  
NOTARY PUBLIC

My Commission Expires:

[NOTARIAL SEAL]



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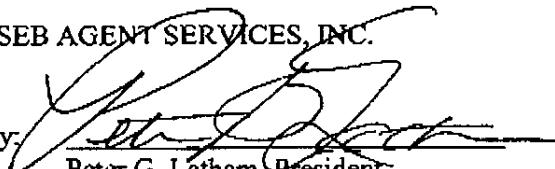
ACCEPTANCE OF APPOINTMENT

The undersigned, LSEB AGENT SERVICES, INC., hereby acknowledges and accepts its appointment as registered agent of **HEARTLAND FRUIT COOPERATIVE, INC.**, a Florida not-for-profit corporation, and agrees to act in that capacity and to comply with the provisions of the Act relative thereto. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 618 of the Act.

Dated as of this 20<sup>th</sup> day of November, 2012.

LSEB AGENT SERVICES, INC.

By:

  
Peter G. Latham, President

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