

N13214  
LAW OFFICES  
WILLIAMS, MCGUIRE & BRAGG

JESSE P. WILLIAMS  
L. MILLER WILLIAMS  
TERRENCE J. MCGUIRE  
DORRY A. BRAGG

JOHN J. TYSON  
OF COUNSEL

July 16, 1997

SUITE 1301, CITRUS CENTER  
255 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801

MAILING ADDRESS:  
POST OFFICE BOX 3626  
ORLANDO, FLORIDA 32802-3626  
TELEPHONE (407) 848-4333  
FAX (407) 849-9772

Via Federal Express

Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: National Farm Labor Contractors Association, Inc.  
Our File No. 6579-2

400002240444--2  
-07/17/97--01066--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of Restated and Amended Articles of Incorporation of National Farm Labor Contractors Association, Inc., along with our check in the amount of \$35.00 for the filing fee. Please file the original and return a stamped, filed copy for our records in the enclosed stamped, self-addressed envelope to the undersigned. Thank you.

Sincerely,

*Dorry A. Bragg*

Dorry A. Bragg

DAB:mb

Enclosures

cc: Ima Jean Harvey, Esquire

*Restat*

97 AUG 11 AM 10:38  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**WILLIAMS, McGUIRE & BRAGG**

JESSE P. WILLIAMS  
L. MILLER WILLIAMS  
TERRENCE J. MCGUIRE  
DORRY A. BRAGG

JOHN J. TYSON  
OF COUNSEL

August 6, 1997

SUITE 1301, CITRUS CENTER  
255 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801

MAILING ADDRESS:  
POST OFFICE BOX 3626  
ORLANDO, FLORIDA 32802-3626  
TELEPHONE (407) 648-4333  
FAX (407) 648-9772

Vickie Whitfield  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: National Farm Labor Contractors Association, Inc.  
Ref. Number: N13214  
Our File No.: 6579-2

Dear Ms. Whitfield:

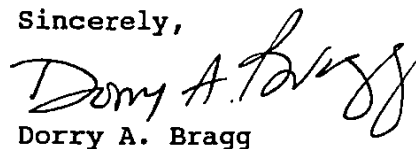
Enclosed is a copy of your letter dated July 22, 1997.

Enclosed also is an original and one (1) copy of Restated and Amended Articles of Incorporation of National Farm Labor Contractors Association, Inc., which on the last page has a certificate which I believe meets the inadequacies listed in your letter of July 22, 1997.

Our filing fee of \$35.00 has been sent to you previously. We request that the Restated and Amended Articles of Incorporation be filed and that a stamped copy be returned to me in the enclosed stamped, self-addressed envelope.

Please call me if you have any questions.

Sincerely,



Dorry A. Bragg

DAB:mb

Enclosures

cc: Ima Jean Harvey, Esquire

National Farm Labor Contractors Association, Inc  
(Attn: Robert Funnell)

RECEIVED  
97 AUG 11 AM 8:19  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 22, 1997

DORRY A. BRAGG  
WILLIAMS, MCGUIRE & BRAGG  
POST OFFICE BOX 3626  
ORLANDO, FL 32802-3626

SUBJECT: NATIONAL FARM LABOR CONTRACTORS ASSOCIATION, INC.  
Ref. Number: N13214

We have received your document for NATIONAL FARM LABOR CONTRACTORS ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Vickie Whitfield  
Corporate Specialist

Letter Number: 297A00037076

**RESTATED AND AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**

**NATIONAL FARM LABOR CONTRACTORS ASSOCIATION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 11 AM 10:38

Pursuant to the provisions of Section 617.1007, Florida Statutes, NATIONAL FARM LABOR CONTRACTORS ASSOCIATION, INC., a Florida not for profit corporation originally incorporated under the name of NATIONAL FARM LABOR SAFETY ASSOCIATION, INC., whose original articles of incorporation were filed by the Florida Department of State on January 29, 1986, by unanimous consent and adoption without a meeting by its board of directors, hereby adopts the following restated and amended articles of incorporation:

**ARTICLE I - NAME**

The name of the Corporation is NATIONAL FARM LABOR CONTRACTORS ASSOCIATION, INC. [Amended 12/3/91].

**ARTICLE II - CORPORATE PURPOSE**

The object and purpose of the Corporation shall be to reduce and eliminate business-related accidents, injuries and losses, and the causes thereof, and to insure and promote the safety of persons who labor on farms and the safety of farm property and to create, promote, conduct, coordinate, and effect among its members a program designed to identify, reduce and eliminate business-related accidents, injuries, losses and their causes.

**ARTICLE III - MEMBERSHIP**

Section 1: Eligibility. Any person shall be eligible for membership in this corporation upon application to and approval as provided in the Bylaws of the Corporation.

Section 2: Application for Membership. Any applicant

meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.

Section 3: Termination of Membership. Membership may be terminated by expulsion for a just cause or by resignation with thirty days prior written notice to the Board of Directors.

Section 4: Excepting for members who are also Directors of the Association, members have no voting or other rights. [Amended 12/3/91].

#### **ARTICLE IV - DURATION**

The Corporation shall have perpetual existence.

#### **ARTICLE V - MANAGEMENT**

Section 1. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three and not more than five persons. Directors shall be elected or removed in accordance with the procedure provided by the Bylaws.

Section 2. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. These officers shall be elected and shall hold office in the manner provided in by the Bylaws of the Corporation.

#### **ARTICLE VI - INITIAL OFFICERS AND DIRECTORS**

Omitted - Historical.

#### **ARTICLE VII - AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS**

The Articles of Incorporation and Bylaws of the Corporation

shall be made, altered or rescinded by a majority vote of the Board of Directors. [Amended 7/8/97].

**ARTICLE VIII - GENERAL**

Deleted by amendment 7/8/97.

**ARTICLE IX - INCORPORATORS**

Omitted - Historical.

**ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT**

Omitted - Historical.

**ARTICLE XI - INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in Florida Statutes Chapter 607 and 617. [Amended 7/8/97].

**ARTICLE XII - PROHIBITED ACTIVITIES**

Deleted by amendment 7/8/97.

**ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution, assets of the corporation, to the extent allowed by the laws of the State of Florida, shall be distributed to members in the amount and manner determined by the Board of Directors. [Amended 7/8/97].

The foregoing restated articles of incorporation primarily restate and integrate the provisions of the corporation's articles of incorporation as previously amended, and also contain certain amendments, specifically designated as "Amended," which were adopted pursuant to Section 617.1002, Florida Statutes. There is no discrepancy between the corporation's articles of incorporation

as previously amended and the provisions of these restated articles of incorporation other than the inclusion of amendments adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest.

In witness whereof, the undersigned officers of the corporation have executed these restated articles of incorporation on August 4, , 1997.

NATIONAL FARM LABOR CONTRACTORS  
ASSOCIATION, INC.

by: Guinn Sinclair  
GUINN SINCLAIR, President

by: Margaret Funnell  
MARGARET FUNNELL, Secretary

**CERTIFICATE**

I hereby certify that the above Restated and Amended Articles of Incorporation of NATIONAL FARM LABOR CONTRACTORS ASSOCIATION, INC. were duly adopted on July 8, 1997, by unanimous consent of the Board of Directors acting without a meeting; that members of the NATIONAL FARM LABOR CONTRACTORS ASSOCIATION, INC., other than those who are also directors, have no voting rights; and that said Restated and Amended Articles of Incorporation do supersede the original Articles of Incorporation and all amendments to them.

NATIONAL FARM LABOR  
CONTRACTORS ASSOCIATION, INC.

by: Guinn Sinclair  
Guinn Sinclair, President