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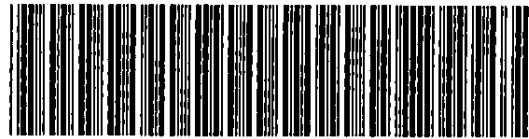
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MD 6/11

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Southeast Egg Producers, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Morgan Briscoe

Name (Printed or typed)

170 S Main Street, Suite 1500

Address

Salt Lake City, UT 84101

City, State & Zip

801-534-7369

Daytime Telephone number

mbriscoe@joneswaldo.com


E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**NAME RELEASE LETTER
Of
SOUTHEAST EGG PRODUCERS, LLC**

As the managing manager of Southeast Egg Producers, LLC, a recently dissolved Florida limited liability company, we, the undersigned managing manager, hereby have no intention of reinstating the dissolved limited liability company and release all use of the entity name to Southeast Egg Producers, Inc., a Florida Cooperative Marketing Association.

Cal-Main Foods, Inc.


By: *Daph Baker*
Title: *Managing member*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF SOUTHEAST EGG PRODUCERS, INC.

Pursuant to Chapter 618 of the Florida Agricultural Cooperative Marketing Associations Act, the Articles of Incorporation of Southeast Egg Producers, Inc. are as follows:

ARTICLE I. NAME

The name of this cooperative is Southeast Egg Producers, Inc. (the "Cooperative").

ARTICLE II. PRINCIPLE OFFICE

The principle office within the state is located at the following address 1200 South Pine Road, Plantation, Florida 33324.

ARTICLE III. DURATION

The duration of this Cooperative is perpetual.

ARTICLE IV. PURPOSES AND POWERS

Section 1. Purposes. The purposes of this Cooperative shall be to operate as a Cooperative, and to assist its members in the marketing of their eggs and egg products.

Section 2. Powers. This Cooperative shall have all the powers, privileges and rights conferred on cooperative associations and corporations by the Act and to the extent not inconsistent with the Act, by other applicable laws of the State of Florida, including without limitation all powers necessary or convenient to affect any or all of the purposes for which this Cooperative is organized.

Section 3. Limitations. This Cooperative shall not provide services for nonmembers in an amount the value of which exceeds the value of the services provided for members.

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ARTICLE V.
CAPITAL STOCK

Section 1. Authorized Capital. This Cooperative is authorized to issue the following shares of capital stock:

- (a) Ten (10) shares of Common Stock having a par value of one dollar (\$1.00) per share;
- (b) Ten Thousand (10,000) shares of Preferred Stock having no par value.

Section 2. Membership Stock; Common Stock. This Cooperative shall have membership stock consisting of Common Stock. Common Stock shall be entitled to one vote per member. Members of this Cooperative shall be required to own one share of Common Stock. Common Stock shall only be issued to and held by agricultural producers, or cooperative associations composed of agricultural producers, that are eligible for membership and have been approved as members of this Cooperative by its Board of Directors. For purposes of the Articles of Incorporation and the Bylaws of this Cooperative, the term "agricultural producers" shall mean and include individuals, partnerships, business corporations, cooperative associations, or other entities that are actually engaged in the production of agricultural products to be handled by or through the Cooperative, agricultural producers using supplies handled by or through the Cooperative, and cooperative associations of such agricultural producers. Individuals or entities that are tenants on land used for the production of agricultural products or lessors of such land who receive as rent part of the produce of such land shall be considered to be actually engaged in the production of agricultural products. Holders of Common Stock shall be entitled to vote in the affairs of this Cooperative in accordance with the Bylaws. Holders of Common Stock shall not transfer their shares without the prior approval of the Board of Directors. No dividends shall be paid on Common Stock. The Common Stock may be redeemed as provided in the Bylaws of the Cooperative.

Section 3. Preferred Stock. This Cooperative shall have Preferred Stock, with the following rights and privileges:

- (a) The shares of Preferred Stock shall be non-voting and shall be used to provide capital to the Cooperative as determined by the Board of Directors.
- (b) The holders of Preferred Stock shall be entitled to receive dividends as declared by the Board of Directors not to exceed eight percent (8%) per annum, in proportion to their ownership of Preferred Stock; and
- (c) The holders of Preferred Stock shall be eligible for other benefits conferred upon such Preferred Stock by the Board of Directors and/or the Bylaws from time to time.

ARTICLE VI.
FIRST LIEN

The Cooperative shall have a first lien on all Common Stock, Preferred Stock, Unit Retains and patronage credits or equities, for all indebtedness of the respective Members or holders to the Cooperative. The Cooperative shall also have the right, exercisable at the option of the Board of Directors, to set off such indebtedness against the common stock, preferred stock, patronage credits or equities, and other interests standing on its books; provided, however, that nothing contained herein shall give Members or owners of common stock, preferred stock, patronage credits or equities, or other interests, any right to have such a set off made.

ARTICLE VII.
DISSOLUTION

In the event of any dissolution or liquidation of this Cooperative, whether voluntary or involuntary, and after all debts and liabilities of this Cooperative have first been paid according to their respective priorities, the remaining assets will be distributed in the following manner and order of preference:

(a) Holders of all Common Stock shall receive the par value of their shares of stock on a pro rata basis;

(b) The holders of unit retains shall receive a distribution of assets without priority on a pro rata basis based on the records of the Cooperative at the time of dissolution up to the amount of the unit retains; and

(c) The holders of patronage credits or equities shall receive a distribution of assets without priority on a pro rata basis based on the records of the Cooperative at the time of dissolution up to the amount of the patronage credits or equities.

(d) Any remaining assets shall be distributed on a pro rata basis to the holders of patronage credits or equities on a pro rata basis.

ARTICLE VIII.
REGISTERED AGENT AND REGISTERED OFFICE

The street address of the principal office and the registered office of this Cooperative is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the registered agent of this Cooperative, whose business office is identical to such registered office, is CT Corporation System.

ARTICLE IX.
INCORPORATORS

The three incorporators are persons engaged in the production of agriculture products and are as follows:

<u>Name</u>	<u>Address</u>
Dolph Baker	P. O. Box 2960 S. Jackson Station Jackson, MS 39207
Brent Booker	280 Cargill Drive P. O. Box 370 Gillsville, GA 30543
Jacques Klempf	P. O. Box 649 Blackshear, GA 31516

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TALLAHASSEE, FLORIDA

ARTICLE X.
BOARD OF DIRECTORS

Section 1. Board of Directors. The business and affairs of this Cooperative shall be managed by a Board of Directors consisting of such number of directors as shall be fixed in the manner provided in the Bylaws. The members of the Board of Directors will hold office until their successors have been elected and have taken office.

Section 2. First Board of Directors. The names and post office box or street addresses, either residence or business, of the first Board of Directors of this Cooperative, who are to serve as directors until the first annual meeting of the stockholders or until their successors be elected and qualify, are as follows:


<u>Name</u>	<u>Address</u>
Dolph Baker	P. O. Box 2960 W. Jackson Station Jackson, MS 39207
Brent Booker	280 Cargill Drive P. O. Box 370 Gillsville, GA 30543
Jacques Klempf	P. O. Box 649 Blackshear, GA 31516

Election and terms of office of Directors shall be as set forth in the Bylaws.

ARTICLE XI.
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by the Act.

IN WITNESS WHEREOF, the undersigned incorporators of Southeast Egg Producers, Inc., a Florida cooperative association, have executed these Articles of Incorporation as of this 12 day of May, 2014.



Dolph Baker

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

District of Columbia
~~STATE OF MISSISSIPPI~~)

: SS.
COUNTY OF _____)

On the 13 day of May, 2014, personally appeared before me
Dolph Baker, the signer of the foregoing instrument, who duly acknowledged to me that he
executed the same.

Mary F. Vincent
NOTARY PUBLIC

Brent Booker
Brent Booker

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

District of Columbia
~~STATE OF GEORGIA~~)
: SS.
~~COUNTY OF~~ _____)

On the 13 day of May, 2014, personally appeared before me Brent
Booker, the signer of the foregoing instrument, who duly acknowledged to me that he executed
the same.

Mary F. Vincent
NOTARY PUBLIC

Jacques Klempf
Jacques Klempf