

N140000005508

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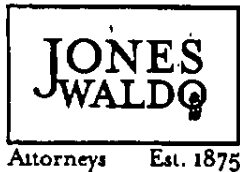
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DIVISION OF REVENUE
2015 JUN -3 PM 3:03

Amend

JUN 10 2015

I ALBRITTON



MORGAN WILLIAMS
(801) 534-7369
morganw@joneswaldo.com

TEL: 801-521-3200
FAX: 801-328-0537

170 South Main Street, Suite 1500
Salt Lake City, UT 84101

www.joneswaldo.com

Affiliated firm Lear & Lear, LLP

May 29, 2015

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32314

Re: **Southeast Egg Producers, Inc.**
Certificate of Amendment to the Articles of Incorporation

To Whom It May Concern:

On behalf of Southeast Egg Producers, *Inc.* document number N14000005508, we are filing the enclosed Certificate of Amendment to the Articles of Incorporation. Please be advised the following are enclosed:

1. Certificate of Amendment to the Articles of Incorporation of Southeast Egg Produces, Inc.; and
2. A check in the amount of \$35.00 to cover your filing fee is enclosed.

If there are any questions or comments, please contact me at the following number 801.534.7369.

Sincerely,

Morgan Williams
Corporate Paralegal

Enclosures

**CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SOUTHEAST EGG PRODUCERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 JUN -3 PM 3:03

Pursuant to Section 618.05 of the Florida Agricultural Cooperative Marketing Associations Act, the undersigned, being duly elected officers of Southeast Egg Producers, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 27, 2014, Document No. N14000005508.

SECOND: This Certificate of Amendment, which supersedes the original Articles of Incorporation, were adopted by all of the Directors of the Corporation on March 23, 2015 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 was given. To effect the foregoing, the text of the Articles of Incorporation is hereby amended and restated as herein set forth in full:

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 247 Northwest Hillandale Glen, Lake City, Florida 32055.

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 (a) to operate as a Capper-Volstead Cooperative under the Capper-Volstead Act, 7 U.S.C. § 291, (b) to operate as a cooperative under similar state statutes or common law doctrines,¹ and (c) to engage in the

¹ The similar statutes include, without limitation: MISS. CODE ANN. § 79-19-47; MISS. CODE ANN. § 79-19-51; FLA. STAT. § 618.01 *et seq.*; OCGA §2-10-107 and OCGA §2-10-110.

conduct permitted by the Agricultural Cooperative Marketing Act, 7 U.S.C. § 455, Section 6 of the Clayton Act, 15 U.S.C. § 17, and the Agricultural Marketing Act of 1929, 12 U.S.C. § 1141(a). The Cooperative will fulfill its purposes by assisting its members, among other things, with 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 and by the laws of the United States, including without limitation all powers necessary or convenient to effect any or all of the purposes for which this Cooperative is organized.

Section 3. Limitations. This Cooperative shall not provide or deal in goods and services for nonmembers in an amount the value of which exceeds the value of the goods and services provided or dealt with for members.

ARTICLE V. CAPITAL STOCK

Section 1. Authorized Capital. This Cooperative is authorized to issue ten (10) shares of common stock having the par value of One Hundred Dollars (\$100) for a total authorized capital of One Thousand Dollars (\$1,000):

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. Each member 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, corporations, limited liability companies, 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, through or in conjunction with 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 and bear the risk of production 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.

ARTICLE VI.
FIRST LIEN

The Cooperative shall have a first lien on all Common 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, 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, 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 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 (individually or through their respective employer members) in the production of agriculture products and are as follows:

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

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 for one (1) year terms from the date of 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 Jackson, MS 39207
Brent Booker	280 Cargill Drive P. O. Box 370 Gillsville, GA 30543
Jacques Klempf	P. O. Box 649 Black Shear, GA 31516

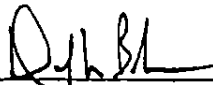
After the initial terms as set forth above, the election and terms of office of Directors shall be as set forth in the Bylaws.

ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION

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

[Remainder of page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned officers of Southeast Egg Producers, Inc., a Florida agricultural cooperative marketing association, have executed these Articles of Incorporation as of the date set forth below their signature.



Dolph Baker, President
Date: 7/20/15

Brent Booker, Vice President
Date: _____

Jacques Klempf, Secretary/Treasurer
Date: _____

CORPORATE SEAL



IN WITNESS WHEREOF, the undersigned officers of Southeast Egg Producers, Inc., a Florida agricultural cooperative marketing association, have executed these Articles of Incorporation as of the date set forth below their signature.

Dolph Baker, President

Date: _____

Brent + Booker

Brent Booker, Vice President

Date: _____

3-23-15

Jacques Klempf, Secretary/Treasurer

Date: _____

CORPORATE SEAL



IN WITNESS WHEREOF, the undersigned officers of Southeast Egg Producers, Inc., a Florida agricultural cooperative marketing association, have executed these Articles of Incorporation as of the date set forth below their signature.

Dolph Baker, President

Date: _____

Brent Booker, Vice President

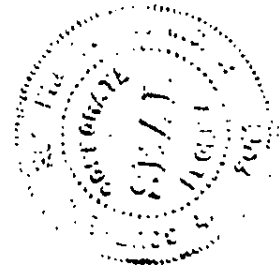
Date: _____



Jacques Klempf, Secretary/Treasurer

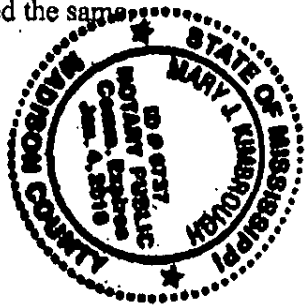
Date: 3-23-15

CORPORATE SEAL



STATE OF MISSISSIPPI)
COUNTY OF HINDS : ss.

On the 20th day of March, 2015, personally appeared before me
Dolph Baker, the signer of the foregoing instrument, who duly acknowledged to me that he
executed the same.



Mary J. Kennedy
NOTARY PUBLIC
Comm Exp 1/4/2016

Dolph Baker
Dolph Baker

STATE OF _____)
COUNTY OF _____ : ss.

On the _____ day of _____, 2015, personally appeared before me Brent
Booker, the signer of the foregoing instrument, who duly acknowledged to me that he executed
the same.

NOTARY PUBLIC

Brent Booker

STATE OF _____)
COUNTY OF _____ : ss.

On the _____ day of _____, 2015, personally appeared before me
Jacques Klempf, the signer of the foregoing instrument, who duly acknowledged to me that he
executed the same.

NOTARY PUBLIC

Jacques Klempf

STATE OF MISSISSIPPI)
: ss.
COUNTY OF _____)

On the _____ day of _____, 2015, personally appeared before me
Dolph Baker, the signer of the foregoing instrument, who duly acknowledged to me that he
executed the same.

NOTARY PUBLIC

Dolph Baker

STATE OF Georgia)
: ss.
COUNTY OF Banks)

On the 23rd day of March, 2015, personally appeared before me Brent
Booker, the signer of the foregoing instrument, who duly acknowledged to me that he executed
the same.

Kay McEaster
NOTARY PUBLIC

Brent Booker
Brent Booker

STATE OF _____)
: ss.
COUNTY OF _____)

On the _____ day of _____, 2015, personally appeared before me
Jacques Klempf, the signer of the foregoing instrument, who duly acknowledged to me that he
executed the same.

NOTARY PUBLIC

Jacques Klempf

STATE OF MISSISSIPPI)
: ss.
COUNTY OF _____)

On the _____ day of _____, 2015, personally appeared before me
Dolph Baker, the signer of the foregoing instrument, who duly acknowledged to me that he
executed the same.

NOTARY PUBLIC

Dolph Baker

STATE OF _____)
: ss.
COUNTY OF _____)

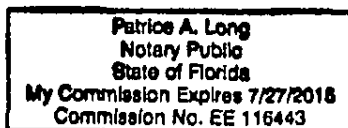
On the _____ day of _____, 2015, personally appeared before me Brent
Booker, the signer of the foregoing instrument, who duly acknowledged to me that he executed
the same.

NOTARY PUBLIC

Brent Booker

STATE OF Florida)
: ss.
COUNTY OF Duval)

On the 23 day of MARCH, 2015, personally appeared before me
Jacques Klempf, the signer of the foregoing instrument, who duly acknowledged to me that he
executed the same.



Patrice A. Long
NOTARY PUBLIC

Jacques Klempf
Jacques Klempf