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FLORIDA PROFIT/NON PROFIT CORPORATION

Florida Sugarcane Farmers, Inc.

Certificate of Status	0
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December 28, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BROAD AND CASSEL (ORLANDO)
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SUBJECT: FLORIDA SUGARCANE FARMERS, INC.
REF: W15000082265

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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.

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P.O BOX 6327 - Tallahassee, Florida 32314

IN THE CIRCUIT COURT OF THE
20TH JUDICIAL CIRCUIT, IN AND
FOR HENDRY COUNTY, FLORIDA

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FLORIDA SUGARCANE
FARMERS, INC., a Florida
corporation,

Case No. 2015-CA-000671

Petitioner for Conversion to a
Not-For-Profit Corporation.

**SUMMARY FINAL JUDGMENT CONVERTING FLORIDA SUGARCANE
FARMERS, INC. TO A NOT-FOR-PROFIT CORPORATION**

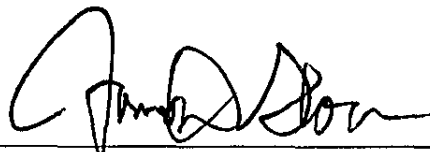
THIS CAUSE having come before the Court on the Motion for Summary Final Judgment (the "Motion") of Petitioner, FLORIDA SUGARCANE FARMERS, INC. (the "Petitioner"), located at 111 Ponce De Leon Avenue, Clewiston, FL 33440, to convert the nature of the corporation to that of a corporation not for profit, and the Court having considered the Motion and Petition initiating these proceedings, heard arguments of counsel and being otherwise duly advised in the premises it is hereby

ORDERED AND ADJUDGED that Petitioner's Motion is granted and a Summary Final Judgment is entered pursuant to Rule 1.510(a), Fla.R.Civ.P. approving the conversion of the Petitioner to a corporation not for profit pursuant to §617.1805, *Florida Statutes*; and it is hereby further

ORDERED AND ADJUDGED that, pursuant to §617.1807, Florida Statutes, the Court finds that the Petition initiating these proceedings and the articles of incorporation attached to such Petition and attached hereto are in proper form; and it is further

ORDERED AND ADJUDGED that the Court hereby approves the articles of incorporation attached hereto and endorses its approval on such articles of incorporation in accordance with §617.1807, *Florida Statutes*.

DONE AND ORDERED in LaBelle, Hendry County, Florida this 22 day of Dec, 2015.



Circuit Judge

Copies to:

Douglas A. Goldin, Esq.
dgoldin@broadandcassel.com

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**ARTICLES OF INCORPORATION
OF
FLORIDA SUGARCANE FARMERS, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be FLORIDA SUGARCANE FARMERS, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office of the Corporation is 111 Ponce De Leon Avenue, Clewiston, Florida 33440.

ARTICLE III - Purpose

A. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(4) of the Code are not permitted to engage.

B. More specifically, the Corporation is organized for purposes of influencing the citizens of Florida to enjoy a healthy lifestyle that includes eating farm to table products locally grown by Florida farmers

C. The Corporation shall not participate or intervene, directly or indirectly, in political campaigns on behalf of or in opposition to any candidate for public office.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801, and the name of the initial registered agent of the Corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE VI - Directors

- A. The initial number of directors of the Corporation shall be three (3).
- B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors are:
- | <u>Name</u> | <u>Street Address</u> |
|-------------------|---|
| Elaine Wood | 111 Ponce De Leon Avenue
Clewiston, FL 33440 |
| Marianne Martinez | 1 North Clematis Street, Suite 200
West Palm Beach, FL 33401 |
| Barbara Miedema | 1500 W. Sugar House Road
Bell Glade, FL 33430 |
- F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Elaine Wood	111 Ponce De Leon Avenue Clewiston, FL 33440

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ARTICLE VIII – Members

The Corporation shall have no members.

ARTICLE IX- Amendment to Articles

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

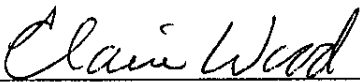
ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

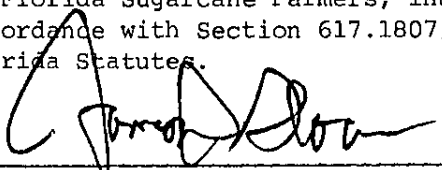
ARTICLE XI- Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, as the Board of Directors shall determine.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this
11 day of ~~October~~ *November*, 2015.


Elaine Wood

Endorsement of approval of amended
and restated articles of incorporation
of Florida Sugarcane Farmers, Inc. in
accordance with Section 617.1807,
Florida Statutes.

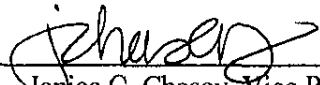

Circuit Court Judge, 20th Judicial
Circuit in and for Hendry County,
Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of FLORIDA SUGARCANE FARMERS, INC.

B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.

By: _____


Janice C. Chasey, Vice President

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