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TALLAHASSEE, FLORIDA

2-2-16

COVER LETTER

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

SUBJECT: The Council of Responsible Pepper Producers, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Adrian Fontecilla
Name (Printed or typed)

1001 Pennsylvania Avenue, N.W., Suite 600 South
Address

Washington, D.C. 20004
City, State & Zip

202-416-5863
Daytime Telephone number

afontecilla@proskauer.com
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 16, 2016

ADRIAN FONTECILLA
1001 PENNSYLVANIA AVE NW STE 600 SOOTH
WASHINGTON, DC 20004

SUBJECT: THE COUNCIL OF RESPONSIBLE PEPPER PRODUCERS, INC.
Ref. Number: W16000011636

We have received your document for THE COUNCIL OF RESPONSIBLE PEPPER PRODUCERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

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) 245-6052.

Tim Burch
Regulatory Specialist II

Letter Number: 016A00003217

**ARTICLES OF INCORPORATION OF
THE COUNCIL OF RESPONSIBLE PEPPER PRODUCERS, INC.**

Pursuant to Florida Statute Chapter 618, which governs the formation of non-profit Agricultural Cooperative Marketing Associations, the Articles of Incorporation of The Council of Responsible Pepper Producers are as follows:

ARTICLE I – NAME

The name of the non-profit Agricultural Cooperative Marketing Association is The Council of Responsible Pepper Producers, Inc. ("the Cooperative").

ARTICLE II – PURPOSES AND POWERS

Section 1. Purposes. The purposes of this non-profit Cooperative shall be limited to facilitating and enabling persons engaged in the production of green bell peppers to jointly or cooperatively: (i) discuss, develop, implement, promote, monitor, audit, and enforce best practices and policies for the social responsibility aspects of green bell pepper production; and (ii) negotiate with, and respond to, customers regarding social responsibility inquiries or requests related to the social responsibility aspects of green bell pepper production.

Section 2. Powers. This non-profit Cooperative shall have all the powers, privileges and rights conferred on non-profit agricultural cooperative marketing associations by the laws of the State of Florida, but limited to such powers that are necessary or convenient to effect any or all of the purposes described in Section 1 of this Article.

Section 3. Limitations. To the extent the services of the Cooperative can have a monetary value, the Cooperative shall not perform services for and on behalf of nonmembers to an amount greater in value than such services performed by it for and on behalf of members during the same period.

ARTICLE III – PRINCIPAL PLACE OF BUSINESS

The principal office within the state of Florida and mailing address of the Cooperative will be:

800 Trafalgar Court
Suite 200
Maitland, FL 32751

ARTICLE IV – TERM OF EXISTENCE

The Cooperative shall exist until January 1, 2025.

ARTICLE V – MEMBERSHIP

Section 1. Equal Membership. The Cooperative is organized without capital stock. The property rights and interest of each member are, and shall be, equal. As required by Florida

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TALLAHASSEE, FLORIDA

Statute § 618.04, this provision shall not be altered, amended or repealed, except by the written consent or vote of three-fourths of the members.

Section 2. Membership Requirements. Members of the Cooperative must be persons engaged in the production of any agricultural product or any association comprised of producers of agricultural products.

ARTICLE VI – INCORPORATOR

The incorporator of the Cooperative is:

Adrian Fontecilla
Proskauer Rose LLP
1001 Pennsylvania Ave. NW
Suite 600 South
Washington, DC 20004

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TALLAHASSEE, FLORIDA

ARTICLE VII – 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. Directors shall be elected or appointed in the manner and for the terms provided in the Bylaws. The members of the Board of Directors will hold office until their successors have been appointed (or elected) and have taken office. The names and post office box or street addresses, either residence or business, of those who are to serve as the first Board of Directors of this Cooperative are as follows:

Name	Address	Position
Marie Bedner	10066 Lee Road Boynton Beach, FL 33473	Director
Adam Lytch	2925 Huntleigh Drive, Raleigh, NC 27604	Director
Lynn Rundle	4300 Seminole Pratt Whitney Road Loxahatchee, Fla. 33470	Director
Stephen Thomas	9905 Clint Moore Road Boca Raton, FL 33496	Director

ARTICLE VIII – DISSOLUTION

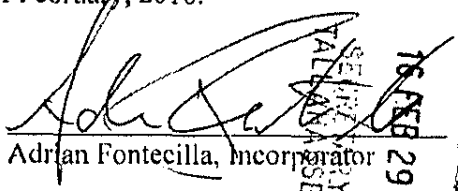
Section 1. Dissolution. Consistent with Florida Statute § 618.25, this Cooperative may be dissolved and its affairs wound up voluntarily by a petition signed by two-thirds of its members.

Section 2. Remaining Assets. 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, if any, will be distributed equally among members at the time of such dissolution.

ARTICLE IX - AMENDMENT TO ARTICLES

As required by Florida Statute § 618.05, these Articles of Incorporation may be altered or amended at any meeting of the Board of Directors called for that purpose. An amendment must first be approved by two-thirds of the directors 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 shall have been given.

IN WITNESS WHEREOF, the undersigned incorporator of The Council of Responsible Pepper Producers, Inc., a Florida non-profit agricultural cooperative marketing association, has executed these Articles of Incorporation as of this 1st day of February, 2016.

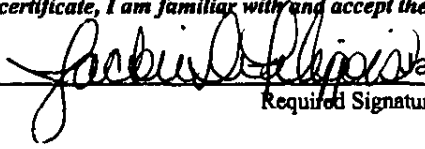

Adrian Fontecilla, Incorporator

ARTICLE X REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Incorp Services, Inc.
Address: 17888 67th Court North
Loxahatchee, FL 33470

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

 Jackie DeFilippis on behalf of InCorp Services, Inc. 02/22/16
Required Signature of Registered Agent Date