

N200000004514

(Requestor's Name)

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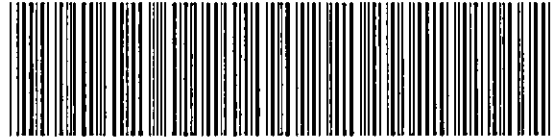
(Business Entity Name)

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- ☐ **CERTIFIED COPY** _____
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- XX** **FILING** **AMENDMENT** _____

1. **FLORIDA PEANUT PRODUCERS ASSOCIATION, INC.**
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FLORIDA PEANUT PRODUCERS ASSOCIATION, INC.

DOCUMENT NUMBER: N20000004514

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MICHAEL J. BARKER

(Name of Contact Person)

QUINTAIROS, PRIETO, WOOD & BOYER, P.A.

(Firm/ Company)

4190 BELFORT ROAD, SUITE 450

(Address)

JACKSONVILLE, FLORIDA 32216

(City/ State and Zip Code)

KEN@FLPEANUTS.COM

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

For further information concerning this matter, please call:

MIKE BARKER

904

226-3660

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

FLORIDA PEANUT PRODUCERS ASSOCIATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N20000004514

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Not Applicable

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Not Applicable

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

Not Applicable

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Not Applicable

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Not Applicable

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
-------------------------------	-------	------	---------

* See Exhibit "A" attached hereto for further amendments to Officers and / or Directors.

1) <u>X</u> Change <u> </u> Add <u> </u> Remove	<u>PD</u>	<u>MICHAEL DAVIS</u>	<u>3900 VICKI ROAD</u> <u>GRACEVILLE, FL 32440</u>
2) <u>X</u> Change <u> </u> Add <u> </u> Remove	<u>VD</u>	<u>LARRY FORD</u>	<u>P.O. BOX 449</u> <u>GREENWOOD, FL 32441</u>
3) <u>X</u> Change <u> </u> Add <u> </u> Remove	<u>STD</u>	<u>DAVID DEFELIX</u>	<u>2796 RAMBO ROAD</u> <u>CAMPBELLTON, FL 32432</u>
4) <u>X</u> Change <u> </u> Add <u> </u> Remove	<u>CEO</u>	<u>KEN BARTON</u>	<u>2741 PENN AVENUE</u> <u>MARIANNA, FL 32448</u>
5) <u>X</u> Change <u> </u> Add <u> </u> Remove	<u>D</u>	<u>JOE TILLMAN</u>	<u>19018 N.E. B.E. BARFIELD RD.</u> <u>ALTHA, AL 32421</u>
6) <u> </u> Change <u>X</u> Add <u> </u> Remove	<u>D</u>	<u>JAMES MARSHALL</u>	<u>P.O. BOX 307</u> <u>BAKER, FL 32531</u>

F. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See Exhibit "B" for Addendum to Articles of Amendment to Articles of Incorporation

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 TALLAHASSEE, FL 32399

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The date of each amendment(s) adoption: May 18, 2020 if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated May 18, 2020

Signature Ken Barton

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Ken Barton

(Typed or printed name of person signing)

CEO / Executive Director

(Title of person signing)

Joined by all of the Officers and / or Directors of FLORIDA PEANUT PRODUCERS ASSOCIATION, INC., a Florida Not For Profit Corporation

IN WITNESS WHEREOF, the undersigned, being all of the original members of the Association have duly signed these Articles of Amendment to Articles of Incorporation.

Michael Davis

Michael Davis, President and Director

Joseph S Tillman

Joe Tillman, Director

Rollin Hudson

Rollin Hudson, Director

Larry Ford

Larry Ford, Vice President and Director

James Marshall

James Marshall, Director

Michael Nowling

Michael Nowling, Director

David DeFeliz

David DeFeliz, Sec. and Treas.

Scott Robinson

Scott Robinson, Director

Ernest Fulford

Ernest Fulford, Director

STATE OF Florida
COUNTY OF Duval

The foregoing Articles of Amendment to Articles of Incorporation was acknowledged before me by means of physical presence or X online notarization this 2nd day of July, 2020 by Michael Davis, who (check one) is personally known to me or X has produced a valid drivers' license as identification.

Robert Erdman
Commission # GG 926845
Notary Public - State of Florida
My Commission Expires Jan 12, 2024

Robert Erdman
Notary Public - State of Florida
My Commission Expires:

EXHIBIT "A"

CONTINUANCE OF AMENDMENTS TO OFFICERS AND DIRECTORS

	TYPE OF ACTION	TITLE	NAME	ADDRESS
7)	<u>X</u> ADD	D	SCOTT ROBINSON	3451 N.E. 187 TH CT. WILLISTON, FL 32696
8)	<u>X</u> ADD	D	ROLLIN HUDSON	P.O. BOX 1333 CHIEFLAND, FL 32644
9)	<u>X</u> CHANGE	D	MICHAEL NOWLING	3323 FARISH ROAD JAY, FL 32565
10)	<u>X</u> ADD	D	ERNEST FULFORD	2798 FULFORD ROAD MONTICELLO, FL 32344

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EXHIBIT "B"

**ADDENDUM TO ARTICLES OF
AMENDMENT TO ARTICLES OF INCORPORATION
OF
FLORIDA PEANUT PRODUCERS ASSOCIATION, INC., a
Florida Not For Profit Corporation**

We, the undersigned Directors and original Active Members all of whom are residents and citizens of the United States, engaged in the production, packing, shipping or marketing of peanuts and by-products thereof in the State of Florida, do hereby voluntarily associate ourselves together for the purpose of forming a nonprofit cooperative association, without capital stock under the provision of Chapter 619, Florida Statutes, relating to Nonprofit Cooperative Associations, and hereby subscribe to and hereby further amend the Articles of Amendment to the Articles of Incorporation (the "Articles") as follows:

Article III. Purpose

Article III of the Articles is hereby amended to read as follows:

FLORIDA PEANUT PRODUCERS ASSOCIATION, INC. (the "Association") is formed for the following purposes:

- A. Engaging in any cooperative activity in connection with the producing, packing, shipping or marketing of peanuts and by-products thereof for its members;
- B. To promote, encourage, foster, facilitate and insure the economical, orderly and efficient production, packaging, distribution and sale of peanuts and by-products;
- C. To collect, assemble, record and disseminate information in the production, harvesting, packaging, sale and distribution of peanuts and by-products thereof;
- D. To encourage uniformity in sales practices and accounting methods for production of peanuts and by-products thereof for the Association's members;
- E. To encourage uniformity in credit terms for the sales members of the Association;
- F. To stimulate the demand and confidence of purchasing as well as to promote harmony and good will among buyers consumers and other allied interest by public relation activities, promotion and advertising;
- G. To promote the marketing and distribution of peanuts and by-products thereof of its members so as to obtain prices that are fair to consumers, as well as producers, based upon crop and market conditions;
- H. To engage in the financing of any of the above enumerated activities, and to perform or furnish business or educational services on a cooperative basis for its members; and
- I. To do any other thing permitted by law that will be a mutual benefit to the Association's

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members.

Article IV. Manner of Election of Directors

Article IV of the Articles is hereby amended to read as follows:

The members of the Association shall elect nine (9) Directors through majority vote from the State at Large, with no more than three Directors from any one county. The Directors shall be elected for a term of three (3) years and may only serve two (2) consecutive terms. Following the second term, the Director shall be ineligible for re-election for one (1) year.

Article V. Initial Officers and / or Directors

Article V of the Articles is hereby amended to read as follows:

The initial Officers and Directors of the Association are set out on Page two (2) and on **Exhibit "A"** of these Articles of Amendment.

Article IX. Powers and Limitations

Article IX is hereby added to the Articles as follows:

Section 1. Powers. This Association shall have the following powers:

- A. To borrow money without limitation as to amount of corporate indebtedness or liability; and to give a lien on any of its property as security therefore in any manner permitted by law;
- B. To act as the representative of its members in any of the activities mentioned in Article III hereof and to act as agent of a member in said activities when authorized by such member in writing;
- C. To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Association including patents, trademarks and copyrights;
- D. To cooperate with other similar associations for any of the purposes for which this Association is formed;
- E. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- F. To elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation;
- G. To adopt, change, amend and repeal the bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the Association and the exercise of its corporate powers;
- H. To decrease or increase, by a vote of its members, as the bylaws may direct, the number of its directors so that the number shall not be less than three and in any number in excess thereof;
- I. To make donations for the public welfare or for charitable, scientific, educational or other similar purposes;
- J. To have and to exercise, in addition to the foregoing, all powers, privileges, and rights conferred

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on private corporations and Not For Profit Cooperative Associations by the laws of the State of Florida and any and all powers and rights incidental or conducive to carrying out the purposes for which this Association is formed except such as are inconsistent with the express provisions of the act under which this Association is incorporated; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this Association, all of which are hereby expressly claimed.

Section 2. Limitations. This Association shall not engage in any activities prohibited by law.

Article X. Period of Duration

Article X is hereby added to the Articles as follows:

The Association shall exist for fifty (50) years after the date of incorporation.

Article XI. Membership

Article XI is hereby added to the Articles as follows:

This Association shall not have any capital stock, but shall admit applicants to membership in the Association upon such uniform conditions as may be prescribed in its Bylaws. This Association shall be operated on a nonprofit cooperative basis for the mutual benefit of its members as producers of peanuts and by-products thereof, and membership in the Association shall consist of one class of members designated as Active Members and such other classes as hereafter may be provided by the Board of Directors.

Any individual, firm, partnership, corporation or association who is an actual or active producer of peanuts and by-products thereof in Florida, as defined in the Bylaws, shall be eligible to become an Active Member in the Association. The Board of Directors shall fix qualifications, and adopt rules and regulations governing the admission of new Active Members and any other class of membership hereafter.

Each Active Member of the Association shall have one (1) vote. The property rights and interests of members shall be limited to Active Members of the Association and shall be unequal, but they shall be determined and fixed in the proportion that the patronage of each Active Member shall bear to the total patronage of all Active Members with the Association, but in determining property rights and interests all amounts allocated to each patron or evidenced by certificates of any kind shall be excluded, and, upon dissolution, the equity interests of members shall be determined as provided in the Bylaws. New members admitted to Active Membership shall be entitled to share in the property of the Association in accordance with the foregoing general rule.

Article XII. Bylaws

Article XII is hereby added to the Articles as follows:

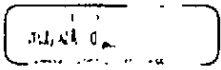
Section 1. Bylaws. This Association shall adopt for its government and management within thirty (30) days after its incorporation a code of Bylaws not inconsistent with the powers granted by Chapter 619, Florida Statutes. A majority vote of the Directors or unanimous resolution is necessary to adopt such bylaws.

Section 2. Amendments to Bylaws. Said Bylaws may be amended only by a majority vote of a

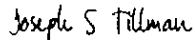
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quorum of the Active Members attending a meeting of which notice of the proposed amendment shall have been given; but no notice of any proposed amendment of or to the Bylaws shall be given nor submitted to a meeting of the Active Members until after first being approved by the Directors. Approval of any amendments to Bylaws may be made through unanimous written consent in lieu of a meeting.

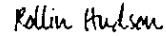
IN WITNESS WHEREOF, the undersigned, being all of the original members of the Association, have duly signed this Addendum to Articles of Amendment to Articles of Incorporation of Florida Peanut Producers Association, Inc. as of this 18th day of May, 2020.



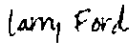
Michael Davis, President and Director



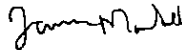
Joe Tillman, Director



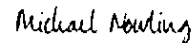
Rolling Hudson, Director



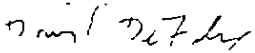
Larry Ford, Vice President and Director



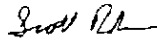
James Marshall, Director



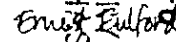
Michael Nowling, Director



David DeFeliz, Sec. and Treas.

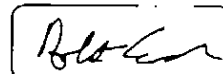
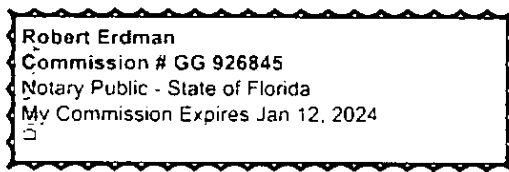


Scott Robinson, Director

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Ernest Bulford, Director

STATE OF Florida
COUNTY OF Duval

The foregoing Articles of Amendment to Articles of Incorporation was acknowledged before me by means of physical presence or X online notarization this 2nd day of July, 2020 by Michael Davis, who (check one) is personally known to me or has produced a valid drivers' license as identification.



Notary Public: State of
My Commission Expires: