

6/18/2021

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**FLORIDA PROFIT/NON PROFIT CORPORATION
AMERICAN FARMERS ASSOCIATION, INC.**

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Fox Rothschild LLP
747 Constitution Drive
Exton, PA 19341
RCaputo@foxrothschild.com

ARTICLES OF INCORPORATION
OF
AMERICAN FARMERS ASSOCIATION, INC.

ARTICLE 1. The name of the Corporation is American Farmers Association, Inc. (the "Corporation").

ARTICLE 2. The initial registered agent of the Corporation is William S. Wilkes, II. The location and mailing address of the initial registered office and initial principal place of business of the Corporation in the State of Florida is 2461 North Main Street, Belle Glade, Florida 33430.

ARTICLE 3. The Corporation is incorporated under the Florida Not For Profit Corporation Act (the "FNPCA") and is organized and shall be operated exclusively:

(a) To operate as a grower association, as that term is used in 8 U.S.C. Sec. 1188(d), which will promote and support its members in the production and marketing of agricultural products by providing assistance in the areas of labor management, legislation, marketing and other such related activities;

(b) To operate as an agricultural trade association; and/or

(c) To do such acts and carry on such business as may be permitted by nonprofit corporations under the FNPCA and other laws of the State of Florida and the United States in order to accomplish the above purposes.

ARTICLE 4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons or enterprises organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person or enterprise, except that the Corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

ARTICLE 5. The term for which the Corporation is to exist is perpetual.

ARTICLE 6. The Corporation is organized upon a nonstock basis.

ARTICLE 7. The Corporation shall have members as set forth in the bylaws of the Corporation.

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ARTICLE 8. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the bylaws of the Corporation.

ARTICLE 9. Upon the dissolution of the Corporation, the Corporation's Board of Directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation in furtherance of the Corporation's purposes, as the Corporation's Board of Directors shall determine.

ARTICLE 10. The name and post office address of the incorporator of the Corporation (the "Incorporator") is: Richard S. Caputo, 747 Constitution Drive, Suite 100, Exton, Pennsylvania 19341.

IN WITNESS WHEREOF, the Incorporator has signed these Articles of Incorporation this 15th day of June, 2021.

AMERICAN FARMERS ASSOCIATION, INC.

By: Richard S. Caputo
Richard S. Caputo, Incorporator

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REGISTERED AGENT ACCEPTANCE OF APPOINTMENT

I, William S. Wilkes, II., hereby accept the appointment of registered agent in the State of Florida for **American Farmers Association, Inc.** (the "Corporation") ("Registered Agent"). I understand that, as Registered Agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation, to forward all mail to the Corporation and to immediately notify the Florida Department of State of any changes in the registered office of the Corporation or of my resignation.

By: 

William S. Wilkes, II., Registered Agent

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