

From: Leslie Remyman  
10/4/23, 8:51 AM

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To:

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
UDFF, INC.

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**ARTICLES OF INCORPORATION  
OF  
UDFF, INC.**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be UDFF, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office and the mailing address of the Corporation is  
19039 121<sup>st</sup> Road, McAlpin, Florida 32062.

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The Corporation is organized exclusively as an agricultural organization within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall include, but shall not be limited to, the betterment of the conditions of those engaged in dairy farming.

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State

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of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

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

2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(5) of the Code.

#### ARTICLE IV - MEMBERS

The members of the Corporation shall be the persons approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

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#### ARTICLE V - ELECTION OF DIRECTORS

The Board of Directors of the Corporation shall be elected as provided in the Bylaws.

The Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Jacob Larson	P.O. Box 2122 Okeechobee, FL 34973
Douglas Walker	2349 Ashville Hwy Monticello, FL 32344
Jan Henderson	3731 N.W. 150 <sup>th</sup> St. Trenton, FL 32693
Ben Butler	608 Butler's Bluff Rd. Lorida, FL 33857
Dave Temple	14913 104 <sup>th</sup> St. Live Oak, FL 32060
Greg Watts	1479 S.E. Winquelin St. Lcc, FL 32059

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 19039 121<sup>st</sup> Road, McAlpin, FL 32062, and the name of the initial registered agent of this Corporation at that address is Ray Hodge. The Board of Directors may from time to time designate a new registered office and registered agent.

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#### ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Ray Hodge

19039 121<sup>st</sup> Road  
McAlpin, FL 32062

#### ARTICLE VIII - TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

#### ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(5) or Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

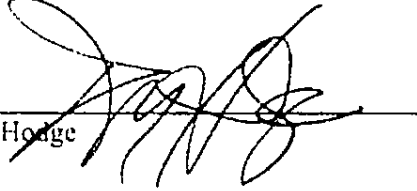
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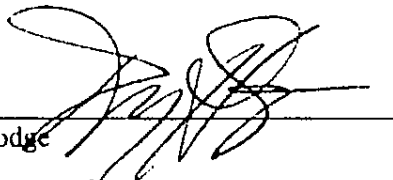
ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the members entitled to vote, as set forth in the Bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provisions of the Bylaws. Members may only amend the Articles of Incorporation upon adoption of a resolution by the Board of Directors setting forth the proposed amendment.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 2 day of OCTOBER, 2023.

  
\_\_\_\_\_  
Ray HodgeACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

  
\_\_\_\_\_  
Ray HodgeDate: 10/2, 2023

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