

**195000001627**  
 LAW OFFICES OF  
 LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

JOHN A. ATTAWAY, JR.  
 ROBERT J. BERTRAND  
 ROBERT M. BRUSH  
 HANK B. CAMPBELL  
 CHRISTINE M. CASINGAL  
 THOMAS L. CLARKE, JR.  
 JONATHAN M. CROWDER  
 CHRISTOPHER N. FEAN  
 JUDITH J. FLANDERS  
 MITCHELL D. FRANKS  
 LYNN H. GROECCLOSE  
 NANCY C. HARRISON  
 DONALD G. JACOBSEN  
 ANDREW A. McCUMBER  
 MIA L. McOWEN  
 MARK N. MILLER

ONE LAKE MORTON DRIVE  
 POST OFFICE BOX 3  
 LAKELAND, FLORIDA 33802 0003  
 TELEPHONE (813) 284-2200  
 FAX (813) 888-0310

233 18TH STREET WEST  
 POST OFFICE BOX 551  
 BRADENTON, FLORIDA 34208  
 TELEPHONE (813) 747-1871  
 FAX (813) 748-2888

PATRICK J. MURPHY  
 JOHN V. QUINLAN  
 GARY S. RABIN  
 EDWIN A. SCALES, III  
 DEBORAH LAUX SLOWIK  
 GILBERT A. SMITH, JR.  
 KINGWOOD SPRUIT, JR.  
 ROBERT G. STOKES  
 JANET M. STUART  
 JONATHAN B. TROHN  
 ROBERT L. TROHN  
 JOHN K. VREELAND

March 30, 1995

A.H. LANE (RETIRED)

IN REPLY REFER TO:

Lakeland

Division of Corporations  
 Florida Secretary of State  
 409 East Gaines Street  
 Tallahassee, Florida 32301

0000001416920  
 -04/04/95--01041--018  
 \*\*\*122.50 \*\*\*122.50

Re: Florida Citrus Harvesting Manager's Association, Inc. - Articles of Incorporation

Gentlemen:

Enclosed please find the original and a duplicate of Articles of Incorporation for a new Florida corporation to be known as Florida Citrus Harvesting Manager's Association, Inc. After examination, please file the original of the Articles and return the duplicate to the undersigned duly certified to show the date of filing. Please note that the corporate existence is to commence as of the date of the execution and acknowledgment of the Articles.

Also enclosed is this firm's check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy Fee	52.50

Also enclosed is a self-addressed stamped envelope for your use in returning the certified copy of the Articles of Incorporation to the undersigned.

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (813)284-2208.

Thanking you for your usual cooperation, I am

Yours very truly,

AUTHORIZATION BY PHONE TO

CORRECT

DATE

JAA/lw

Enclosure(s)

JAWPVAICLERK/SECSTATE.FIL

John A. Attaway, Jr.

D. BROWN APR - 6 1995

ARTICLE OF INCORPORATION  
OF

FLORIDA CITRUS HARVESTING MANAGER'S ASSOCIATION, INC.

FILED  
95 APR -3 PM 12:25  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation not for profit under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be **FLORIDA CITRUS HARVESTING MANAGER'S ASSOCIATION, INC.**

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of the Articles of Incorporation.

ARTICLE III. PURPOSE

To provide a previously unrepresented portion of the citrus industry a forum to express common ideas, interests, experiences and goals. To allow for a vehicle to disseminate the latest information regarding regulatory and technological development, and have an effective and respected voice in industry affairs, specifically, harvest management.

ARTICLE IV. POWERS

This corporation shall have and exercise all powers granted to a corporation not for profit under Chapter 617, Florida Statutes, as amended, which may be necessary, proper or convenient to carry out the purposes described in Article III hereof, subject to the limitations specified in Article V hereof. Subject to any applicable limitations, the corporation shall have the power to receive, accept, use, hold, manage and dispose of all types of real and personal

property given, transferred, devised or bequeathed to it, in trust or otherwise, for the purposes described in Article III above and for the purposes incidental thereto as connected therewith.

#### ARTICLE V. LIMITATIONS

The corporation shall neither have nor issue any stock. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. The property of this corporation is irrevocably dedicated for charitable, scientific and educational purposes. No part of the net earnings of the corporation shall ever inure to the benefit of or be distributable to any director, officer, or any other individual affiliated with the corporation, but 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 Article III hereof. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity not permitted to be carried on by: (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law); or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of the any future United States Internal Revenue law).

#### ARTICLE VI. DISTRIBUTIONS; NO SELF-DEALING

The corporation shall distribute its income for each taxable year at such time and in such a manner so as not to subject it to tax under Section 4942 of the Internal Revenue Code

of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), and the corporation shall not:

- (a) Engage in any act of self-dealing as defined in Section 4914(d) of the Code;
- (b) Retain any excess business holdings as defined in Section 4943(c) of the Code;
- (c) Make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or
- (d) Make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE VII. DISSOLUTION

Upon the dissolution of the corporation or the winding up of its affairs the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation as described in Article III hereof, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and which at such time qualifies as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of 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 which are organized and operated exclusively for such purposes, as such court shall determine.

**ARTICLE VIII.**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 3155 Winter Lake Road, Lakeland, Florida 33803, and the name of the initial registered agent of this corporation at that address is Mike Giddens. The principal place of business is the same as the address of the registered office.

**ARTICLE IX. INCORPORATORS**

The name(s) and address(s) of the Incorporators of this corporation are as follows:

John A. Attaway, Jr., Esquire  
Post Office Box 3  
Lakeland, Florida 33802-0003

**ARTICLE X. NO MEMBERS**

The corporation shall have no members unless the Board of Directors determines that the corporation shall have one or more classes of members, in which event the designation of such class or classes, and the qualifications, rights, and method of acceptance thereof shall be as set forth in the By-Laws of the corporation.

Unless and until the Board of Directors shall provide for members, the Board of Directors may take any action which is permitted or required to be taken by the membership of a corporation not for profit under Florida law by the affirmative vote of the majority of the Directors present in person or by written proxy without the necessity for any prior action by the Board of Directors which otherwise would have been required by law for such action if there was a membership entitled to vote on such action.

## ARTICLE XI. BOARD OF DIRECTORS

This corporation shall have six (6) director(s) initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than ~~one (1)~~<sup>three (3)</sup>. The name(s) and address(es) of the initial director(s) of the corporation is or are:

Mike Giddens  
3155 Winter Lake Road  
Lakeland, FL 33803

Ellis Hunt  
Post Office Box 631  
Lake Wales, FL 33859

Chuck Walsey  
Post Office Box 1057  
Loxahatchee, FL 33420

Chet Townsend  
3883 Lamm Road  
Immokalee, FL 33934

Jerry Brewer  
Post Office Box 158  
Frostproof, FL 38843

Travis Wise  
4242 George Boulevard  
Sebring, FL 33872

## ARTICLE XII. BY-LAWS

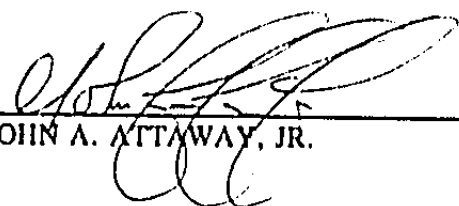
The By-Laws of the corporation shall be adopted by the Board of Directors, and may be altered, amended or rescinded from time to time, in whole or in part, by the affirmative vote of the majority of the Directors present in person or by written proxy at a meeting called for that purpose. Notice of the proposed action with respect to the By-Laws shall be mailed to each Director at least ten (10) days before such meeting, and such notice shall contain a statement of the proposed action to be taken at such meeting with respect to any By-Laws and, where applicable, of the particular change, alternation, amendment, or addition to the By-Laws to be voted upon at such meeting.

## ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended, at any time and from time to time, by the affirmative vote of two-thirds (2/3) of the Directors present in person or by written proxy at the next regular or special meeting of the Board, provided that notice of such change

In the Articles shall be given to each Director in writing at least ten (10) days prior to the date of such meeting and such notice shall contain a statement of the amendment or amendments to be considered at the meeting.

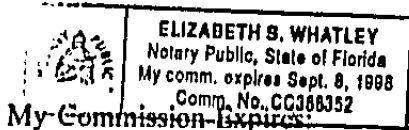
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30<sup>th</sup> day of March, 1995.

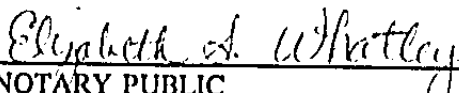
  
\_\_\_\_\_  
JOHN A. ATTAWAY, JR.

STATE OF FLORIDA  
COUNTY OF POLK

30<sup>th</sup> day of March, 1995, THE FOREGOING Articles of Incorporation were acknowledged before me this 30<sup>th</sup> day of March, 1995, by JOHN A. ATTAWAY, JR., who is personally known to me or who has produced a Florida driver's license as identification, and who did not take an oath.

(Affix Notary Seal)



  
\_\_\_\_\_  
NOTARY PUBLIC  
ELIZABETH S. WHATLEY  
\_\_\_\_\_  
(Type or Print Name of Notary)

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the Registered Agent for FLORIDA CITRUS HARVESTING MANAGER'S ASSOCIATION, INC., hereby accepts such appointment this 29 day of March, 1995.

  
\_\_\_\_\_  
MIKE GIDDENS

FILED  
55 APR -3 PM 12:25  
TALLAHASSEE, FLORIDA