

TRANSMITTAL LETTER

RECEIVED

95 MAY 31 PM 1:48

DIVISION OF CORPORATION

Department of State
Division of Corporation
Tallahassee, FL 32304

195000003033

SUBJECT: Southern Grape Growers Association, Inc.
(Proposed corporate name - must include suffix)

800001502428

-05/31/95--01024--011

****131.50 ****131.50

800001528768

-07/03/95--01001--019

*****17.25 *****17.25

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

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Dr. O. Lamikanra

Name (Printed or typed)

00678 00976,

Center for Viticultural Sciences and Small Farm Development
Address

Tallahassee, FL 32307

City, State & Zip

(904) 599-3996

Daytime Telephone number

LIST ALL FEEs
T.N.D.

ACKNOWLEDGE?

NOTARY REQUIRED

PA ACCEPT / SIGN

Filing Fee 52.50

35.00

87.50

cc 52.50

140.00

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

\$148.75

WPS
7/2/95

Bill
Pohly
3:00
6-1-95

[Handwritten signature]



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 31, 1995

DR. O. LIMIKANRA
CENTER FOR VITICULTURAL SCIENCES
TALLAHASSEE, FL 32307

SUBJECT: SOUTHERN GRAPE GROWERS ASSOCIATION, INC.
Ref. Number: W95000011246

There is a balance due of \$17.25.

The articles of incorporation must be subscribed by the incorporators and acknowledged by one of them. The name and address of each incorporator must be listed.

The signatures must be notarized.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 195A00027265

PICKUP
10:30 6/27

ARTICLES OF INCORPORATION
OF THE
SOUTHERN GRAPE GROWERS ASSOCIATION, INC.

We, the undersigned, all of whom are engaged in the production of agricultural products, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association, without stock, under the provisions of the Agricultural Cooperative Marketing Act, Chapter 618, Florida Statutes, and do hereby adopt the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the association shall be Southern Grape Growers Association, Inc.

ARTICLE II -- PRINCIPAL PLACE OF BUSINESS

The post office address and principle office for the conducting of business is: 6505 Mahan Drive, Tallahassee, Florida 32308. The initial registered agent and address is Dr. Sola Lamikanra, located at 6505 Mahan Drive, Tallahassee, Florida, 32308. The Board of Directors may from time to time move the principle office to any other address in Florida.

ARTICLE III -- PURPOSE

The purposes for which the association is organized are:

- (1) To provide services necessary to process and market agricultural commodities.
- (2) To direct its activities for the betterment of conditions of growers/ producers, processors and distributors of agricultural products, the improvement of the quality of those products, and the development of more efficient marketing for fresh and processed products.
- (3) To promote education for its members in the form of production, processing and marketing information.

ARTICLE IV -- POWERS

The association shall have the following powers:

(a) To borrow money without limitation as to amount of corporate indebtedness or liability; to give a lien on any of its property as security therefore in any manner permitted by law; and to make advance payments and advances to members and other producers.

(b) To act as the agent or representative of any member or members in any of the activities mentioned in Article III hereof.

(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, or incidental hereto.

(d) To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this association is formed, and to give a lien on any of its property as security therefore.

(e) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with, or incidental to, the business of the association.

(f) To cooperate with other similar associations in creating central, regional, or national cooperative agencies, for any of the purposes for which this association is formed, and to become a member or stockholder of such agencies as now are or hereinafter may be in existence.

(g) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporations and cooperative marketing associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purpose 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 to do any such thing anywhere; 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.

(h) To deal in or handle products or perform services for or on behalf of members to an amount greater in value than such as are dealt in, handled, or performed by it for and on behalf of nonmembers during the same period.

ARTICLE V -- PERIOD OF DURATION

This association shall have perpetual existence.

ARTICLE VI -- DIRECTORS

This association shall have at least five (5) directors. The names and addresses of the of those who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Charles Cowart</u>	<u>Route 1, Box 665, Arlington, GA 31713</u>
<u>Reid Powell</u>	<u>4320 Woodbriar Rd., Marianna, FL 32446</u>
<u>Frank Wetherington</u>	<u>4154 Val del Rd., Mableton, GA 31632</u>
<u>Jimmy Windham</u>	<u>Route 2, Box 36, Mayo, FL 32066</u>
<u>Sola Lamikanra</u>	<u>Viticulture Center, Fla. A & M University Tallahassee, FL 32307</u>

ARTICLE VII - ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

At the first annual meeting of the members of the association, directors shall be elected to succeed the incorporating directors. One (1) director shall be elected for one (1) year, two (2) directors for two years and two (2) directors for three (3) years. At each annual meeting thereafter, directors shall be elected for a term of three (3) years each, to succeed those directors whose terms are expiring. Directors can be reelected.

All directors shall be elected by secret ballot, and the nominee(s) receiving the greatest number of votes shall be elected.

ARTICLE VIII -- MEMBERSHIP

The association shall not have 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 cooperative basis for the mutual benefit of its members as producers. Membership in the association shall be restricted to producers and associations of producers who shall patronize the association.

The voting rights of the members of the association shall be equal, and no member shall have more than one vote upon each matter submitted to a vote at a meeting of members.

The property rights and interests of each member in the association shall be unequal and shall be determined and fixed on a patronage basis, and the net proceeds from the business of the association shall be allocated to member-patrons in the proportion that the patronage of each member bears to the total patronage of all the members of the association.

ARTICLE IX -- AMENDMENT

These articles may be amended upon the affirmative vote of two-thirds of the directors and a majority of a quorum of the members attending a meeting of which notice of the proposed amendment has been given.

ARTICLE X -- DISSOLUTION

A minimum of three-fourths of the membership voting to dissolve the association shall be necessary for dissolution.

Upon dissolution, after all debts and liabilities of the association shall have been paid and all capital furnished through patronage shall have been retired without priority on a pro rata basis, the remaining property and assets of the association shall be distributed among the members in the proportion which the aggregate patronage of each member bears to the total patronage of all such members insofar as practicable, unless otherwise provided by law.

ARTICLE XI -- CHAPTER 618, F. S., REFERENCE

Except as otherwise provided in these Articles of Incorporation, or the bylaws, Chapter 618, Florida Statutes, shall govern the operation of this association.

IN WITNESS WHEREOF, we the undersigned subscribing incorporator(s), have hereunto set our hands and seals for the purpose of forming this cooperative association under the laws of the State of Florida.

Sola Lamikanra
Sola Lamikanra, 6505 Mahan Drive, Tallahassee FL 32308

STATE OF FLORIDA
COUNTY OF LEON

Before me, the undersigned authority, personally appeared the above, to me known to be the persons described as subscribers to the foregoing Articles of Incorporation and who executed the same, and acknowledged before me that they subscribe to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State mane above this 22nd day of June, 1995.

Agnes R. Coppin

Notary Public, State of Florida at Large

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Southern Grape Growers Association, Inc.

(must include suffix)

2. The name and address of the registered agent and office is:

Sola Lamikanra

(NAME)

6505 Mahan Drive

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32308

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

6/20/95
(DATE)