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February 21, 1996

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Secretary of State  
State of Florida  
409 East Gaines Street  
George Firestone Building  
Tallahassee, Florida 32302

400001722874  
-02/23/96--01070--003  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Madison County Beef Cattlemen's  
Association, Inc.  
My File No. 3524

Dear Sir:

Please find enclosed an original and one (1) copy  
of the Articles of Incorporation of Madison County Beef  
Cattlemen's Association, Inc. and a check in the amount of  
ONE HUNDRED TWENTY-FIVE AND NO/100 (\$125.00) DOLLARS for the  
filing fee.

Once the Articles have been filed, please return a  
certified copy of the same to me.

Thank you for your cooperation in this matter.

Sincerely,

  
Cary A. Hardee

CAH:mab  
Enclosures  
Letter/S-State

*Cary Hardee gave  
auth to correct  
Article XII principal  
office. 2-26-96*

FILED  
56 FEB 23 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

96 FEB 23 AM 11:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**MADISON COUNTY BEEF CATTLEMEN'S**

**ASSOCIATION, INC.**

The undersigneds hereby associate themselves to form a corporation not for profit for charitable and educational purposes under the provisions of Part I of Chapter 617 of the Florida Statutes, 1984, as the same currently exists or may be amended from time to time, and for these purposes they adopt the following Articles of Incorporation.

**ARTICLE I.**

**NAME.**

The name of the not for profit corporation is MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION, INC.

**ARTICLE II.**

**PURPOSES, LIMITATIONS, AND DISSOLUTION SECTION**

Section 2.1 Purposes.

THE MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION, INC. is organized exclusively for charitable and educational purposes, including, the following:

- (a.) To carry on the functions of a County Cattlemen's Association, affiliated with the State Cattlemen's Association.
- (b.) To promote the agricultural interests of the State of Florida, especially of the livestock producers of Madison County.
- (c.) To promote, encourage, foster and facilitate the economical, orderly and efficient production, distribution and sale of livestock and other related products.
- (d.) To assist in every way possible to promote the better breeding and feeding of livestock in Madison County.
- (e.) To serve as an agency through which livestock producers may voice their interests and requests for service such as research, extension and other educational work, regulatory work and other services offered by public agencies, and changes in such work and services when in the interest of its members.
- (f.) To act as a representative of livestock producers in legislative matters of special interest and concern to their businesses.

(g.) To promote harmony and good will among livestock producers and other agricultural interests.

Section 2.2 Limitations on Actions.

No part of the net earnings of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION 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 Section 2.1 of this Article. MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION shall not engage in any of the activities prohibited by Section 617.0105, Florida Statutes, or the corresponding provision of any future statute covering prohibited transactions by corporations not for profit. No substantial part of the activities of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION shall be used for attempting to influence of governmental actions, except as specifically authorized by the Board of Directors of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION relative to

governmental actions directly affecting the purposes or operations of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION nor for participation or intervention in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION shall not carry on any other activities not permitted: (a.) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws); or (b.) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws). In addition:

(1.) MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws).

(2.) MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue

Code of 1954 (or the corresponding provision of any future United States tax laws).

(3.) MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION will not retain any excess business holdings as defined in Section 4943c of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws).

(4.) MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws).

(5.) MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws).

#### Section 2.3 Dissolution.

Upon dissolution of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION, dispose of all of the assets of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION to such organization which, at such time, is or are

qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States tax laws) as the Board of Directors may determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the Third Judicial Circuit, exclusively for the purposes of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION or to such organization or organizations which are organized and operated exclusively for such purposes as the Court shall determine.

### Article III.

#### **POWERS.**

Subject to the restrictions and limitations set forth in Article II, MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION shall have the powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, and which are necessary and proper to carry out and perform any and all of the purposes for which MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION is organized.

## Article IV.

### MEMBERSHIP.

#### Section 4.1 Qualification.

The members of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION will be those persons who express an interest in the purposes of said organization as defined in these Articles of Incorporation and who have otherwise qualified for membership as set forth in the By-Laws of the corporation. The initial members of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION shall be those persons who affix their signatures to these Articles of Incorporation.

#### Section 4.2 Term.

The members of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION shall serve for so long as that member complies with the obligations and duties of membership as is contained in the By-Laws.

#### Section 4.3 Powers.

The membership shall have the power to elect the Board of Directors. In addition to the right to elect the Board of Directors, the membership shall have such powers as may be given in the By-Laws of MADISON COUNTY BEEF



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CATTLEMEN'S ASSOCIATION. Actions required of the membership shall be by majority vote of those present at any meeting.

Article V.

**TERM OF EXISTENCE.**

MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

Article VI.

**SUBSCRIBERS.**

The name and address of each subscriber to these Articles of Incorporation is as follows:

Archie Davis

Rt. 1, Box 2500  
Lee, Florida 32059

John Lewis

404 North Range Street  
Madison, Florida 32340

Ken McLeod

1317 West Base Street  
Madison, Florida 32340

Philip Howell

Route 1, Box 725  
Madison, Florida 32340

#### Article VII.

#### **OFFICERS.**

##### Section 7.1 Number.

The affairs of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION are to be managed under the authority of the Board of Directors by a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

##### Section 7.2 Manner of Election.

The officers of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION shall be elected by a majority vote of the Board of Directors at its organizational meeting which shall be held in October of each year. Officers may be removed by the Board of Directors, with or without cause, and vacancy in any office may be filled by a

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majority vote of the Board of Directors.

**Section 7.3. Initial Officers.**

The names of the persons to serve as officers of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION initially and until their successors are duly elected are:

President	Archie Davis
Vice-President	John Lewis
Secretary	Ken McLeod
Treasurer	Philip Howell

**Article VIII.**

**BOARD OF DIRECTORS.**

**Section 8.1 Number and Election.**

The Board of Directors shall consist of such number of persons as may be designated from time to time in the By-Laws of the Corporation; however, MADISON

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COUNTY BEEF CATTLEMEN'S ASSOCIATION shall at all times have at least three (3) Directors. The initial Board of Directors shall consist of those persons specified in Section 8.2. Directors shall be elected by the membership at a meeting called for that purpose as specified in the By-Laws.

Section 8.2 Names and Addresses of Initial Directors.

The names of the persons who are to serve as the initial Directors of the Board of Directors of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION until the appointment of their successors are as follows:

Archie Davis, who's address is Route 1, Box 2500, Lee, Florida 32059

John Lewis, who's address is 404 North Range Street, Madison, Florida 32340

Ken McLeod, who's address is 1317 West Base Street, Madison, Florida 32340

Philip Howell, who's address is Route 1, Box 725, Madison, Florida 32340

Section 8.3. Powers.

The affairs of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION shall be managed under the authority of the Board of Directors. In addition to the powers specifically given by these Articles of Incorporation, the Board of Directors shall have those powers customarily exercised by the board of directors of a

corporation organized under the laws of the State of Florida.

Section 8.4. Executive Committee.

The officers of the corporation are hereby designated as an executive committee which may exercise the powers of the Board of Directors when the Board of Directors are not in session.

Article IX.

**STOCKS AND DIVIDENDS PROHIBITED.**

MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION shall have no capital stock, pay no dividends, distribute no part of its net income to its members, officers or Directors, and the private property of its members, officers, or Directors shall not be liable for any obligation of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION.

Article X.

**BY-LAWS.**

The By-Laws of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION

shall be adopted, made, altered, or rescinded by a majority vote of the Board of Directors.

Article XI.

**AMENDMENT.**

Amendments to these Articles of Incorporation may be proposed by the Board of Directors or by any member and adopted by vote of the members.

Article XII.

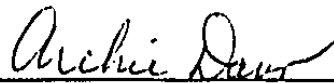
**REGISTERED AGENT AND OFFICE.**

The initial Registered Agent of MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION shall be John Lewis, 404 North Range Street, Madison, Florida 32340 and shall be designated as Registered Agent. The Principal Office of the corporation shall be 900 West College Drive, Madison, Florida 32340. By execution of these Articles of Incorporation, John Lewis acknowledges acceptance of the position as Registered Agent.

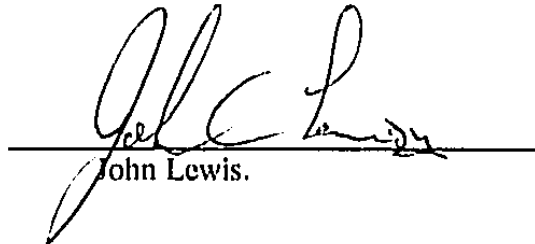
Article XIII.

EXECUTION.

We, the undersigned, being the incorporators of this corporation, and including all persons named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on the 18<sup>th</sup> day of ~~October~~, 1995.  
December 20<sup>th</sup>



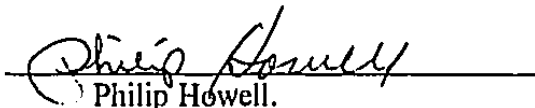
Archie Davis.



John Lewis.



Ken McLeod.



Philip Howell.

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STATE OF FLORIDA

COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared ARCHIE DAVIS, to me known to be the individual described as an incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this 18<sup>th</sup> day of ~~October~~<sup>December</sup>, 1995 and ARCHIE DAVIS is personally known to me.

NANCY LYNN DICKEY  
Notary Public, State of Florida  
My Comm. expires Mar. 20, 1999  
Comm. No' CC 446566  
12-18-95

Nancy Lynn Dickey  
Notary Public,  
State of Florida

Nancy Lynn Dickey  
Printed Name of Notary



The Articles of Incorporation for MADISON COUNTY BEEF CATTLEMEN'S ASSOCIATION were prepared by the Law Office of Cary A. Hardee, Post Office Drawer 450, Madison, Florida 32341 (904) 973-4007

My Commission Expires:

STATE OF FLORIDA

COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared JOHN LEWIS, to me known to be the individual described as an incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this 18<sup>th</sup> day of ~~October~~, 1995, and he is personally known to me.  
*December*

NANCY LYNN DICKEY  
Notary Public, State of Florida  
My Comm. expires Mar. 20, 1999  
Comm. No' CG 446566  
*12-18-95*

*Nancy Lynn Dickey*  
Notary Public  
State of Florida

*Nancy Lynn Dickey*  
Print Name of Notary

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My Commission Expires:

STATE OF FLORIDA

COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments personally appeared KEN McLEOD, to me known to be the individual described as an incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this 18<sup>th</sup> day of ~~October~~, 1995, and he is personally known to me.  
*December*

*Nancy Lynn Dickey*  
Notary Public  
State of Florida

NANCY LYNN DICKEY  
Notary Public, State of Florida  
My Comm. expires Mar. 20, 1999  
Comm. No' CC 446566

*Nancy Lynn Dickey*  
Print Name of Notary

My Commission Expires:

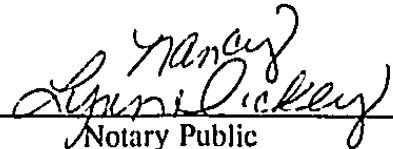
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STATE OF FLORIDA

COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in  
the State and County named above to take acknowledgments, personally appeared  
PHILIP HOWELL, to me known to be the individual described as an incorporator in  
and who executed the foregoing Articles of Incorporation, and acknowledged before me  
that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on  
this 18<sup>th</sup> day of ~~October~~<sub>December</sub>, 1995, and he is personally known to me.

  
\_\_\_\_\_  
Notary Public  
State of Florida

Nancy Lynn Dickey  
Print Name of Notary

My Commission Expires:

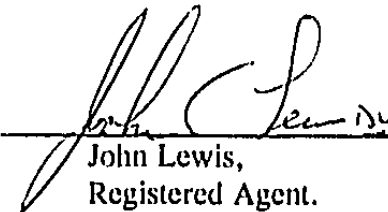
NANCY LYNN DICKEY  
Notary Public, State of Florida  
My Comm. expires Mar. 20, 1999  
Comm. No' CC 446566

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**ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT**

Having been designated as resident agent of the above named not for profit corporation, I hereby accept the appointment as Registered Agent and agree to serve in that capacity. The undersigned Resident Agent agrees to comply with all laws and regulations in regards to resident agents.

Feb 20, 1996  
Date

  
John Lewis,  
Registered Agent.

FILED  
FEB 23 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA