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DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION  
NAME: CENTER FOR INTERNATIONAL AGRICULTURAL DEVELOPMENT, I

FAX AUDIT NUMBER: H96000007401

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FLORIDA DEPARTMENT OF STATE  
Sandra D. Morham  
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May 28, 1996

RUDEN, MCCLOSKY SMITH SCHUSTER

SUBJECT: CENTER FOR INTERNATIONAL AGRICULTURAL DEVELOPMENT, INC.  
REF: W96000011209

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6934.

Loria Poole  
Corporate Specialist

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Letter Number: 796A00026486

To Loria Poole  
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ARTICLES OF INCORPORATION  
OF  
CENTER FOR INTERNATIONAL AGRICULTURAL DEVELOPMENT, INC.  
(A Not For Profit Corporation)

The undersigned, acting as Incorporator of CENTER FOR INTERNATIONAL AGRICULTURAL DEVELOPMENT, INC., a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation shall be CENTER FOR INTERNATIONAL AGRICULTURAL DEVELOPMENT, INC. The initial principal office shall be located at: 9640 N.W. 7th Circle, Apartment 20-17, Plantation, Florida 33301. The mailing address of the Corporation shall be P.O. Box 17897, Plantation, Florida 33318.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance of this purpose, the Corporation will promote the improvement of living and social conditions in developing countries by increasing agricultural productivity and rural prosperity. In so doing, the

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Corporation will provide both technical and advisory services and grants which address the factors restricting the agricultural growth and development in such countries.

### ARTICLE III

#### POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

### ARTICLE IV

#### LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

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C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization, the contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Board of Directors or any Officers of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt 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.

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ARTICLE VI  
INCORPORATOR

The name of the Incorporator of this Corporation is EDWARD L. LOOMIS, and the address of said Incorporator is 9640 N.W. 7th Circle, Apartment 20-17, Plantation, Florida 33301.

ARTICLE VII  
OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE VIII  
BOARD OF DIRECTORS

A. The number of persons constituting the Board of Directors shall be three (3). The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article.

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B. The names and addresses of the initial Board of Directors are as follows:

NAME	ADDRESS
EDWARD L. LOOMIS	9640 N.W. 7th Circle Apartment 20-17 Plantation, FL 33301
PAMELA J. LOOMIS	9640 N.W. 7th Circle Apartment 20-17 Plantation, FL 33301
GREGORY D. LOOMIS	9640 N.W. 7th Circle Apartment 20-17 Plantation, FL 33301

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3). In the event that a vacancy occurs on the Board or the Board votes to increase the number of members on the Board, the remaining Directors shall elect, by majority vote, an individual to serve on the Board to fill the vacancy or as the additional member of the Board. Otherwise, Directors shall be elected as provided in the By-Laws.

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law,

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the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE IXBY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XREGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 9640 N.W. 7th Circle, Apartment 20-17, Plantation, Florida 33301, and the name of the registered agent of the Corporation at that address is EDWARD L. LOOMIS.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 28<sup>th</sup> day of May, 1996.



EDWARD L. LOOMIS, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The UNDERSIGNED, named as the registered agent in Article X of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



EDWARD L. LOOMIS

Dated: 28<sup>th</sup> May 1996

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