

N96000005063

TRANSMITTAL LETTER

FILED

96 SEP 30 AM 11:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

300001960283  
-10/01/96--01017--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: THE FLORIDA AGRIBUSINESS COUNCIL INC.  
(Proposed corporate name - must include suffix)

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  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy

FROM: Nicholas E. Hollis  
Name (Printed or typed)

3159 San Jose  
Address

Clearwater, Florida 33579  
City, State & Zip

(813) 726-3432 Fax (813) 799-3927  
Daytime Telephone number

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

10-2-96

NONPROFIT ARTICLES OF INCORPORATION  
FLORIDA AGRIBUSINESS COUNCIL INC.

FILED  
96 SEP 30 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I:

The name of this Corporation shall be THE FLORIDA AGRIBUSINESS COUNCIL INC. (hereafter referred to as "the Council" or FL/ABC)

ARTICLE II:

The address of the registered agent and the preliminary mailing address of the corporation will be : 3159 San Jose Street, Clearwater, Florida 33579

ARTICLE III:

The Council has been organized to operate on a nonprofit basis for the purpose of strengthening Florida's agro-food system, in cooperation with the public sector, through increased links with overseas markets and greater public understanding of multi-disciplinary challenges facing Florida's agribusiness. As used herein the term "agribusiness" is intended to include all aspects of food production, processing, distribution/transport, including but not limited to related fields of agricultural research, finance, implements, farm management, ag inputs and food safety/nutrition. And to these ends, to do all other things which may aid Florida in participation effectively in the globalization of world food systems.

ARTICLE IV:  
Board of Directors

Section 1. Qualifications and General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors elected after October 12, 1996 must be residents of the State of Florida and/or must be members of the corporation who are actively engaged in competitive agribusiness or related services within the State of Florida.

Section 2. Number and Tenure. Class I, II, and III members shall each elect six directors and Class IV members shall elect one

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director for a term of three years to succeed the director or directors whose term or terms then expire. An additional number of at large directors, not to exceed twelve, shall be elected by the Board of Directors annually. The immediate past Past Chairman of the Board shall be an ex officio director.

All directors shall serve until the qualification of the successors, unless they sooner die, resign or be removed.

Section 3. Regular Meetings - A regular annual meeting of the Board of Directors shall be held without other notice than the by-laws, immediately after, and at the same place as, the annual meeting of and place, either within or without the State of Florida, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings - Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Florida as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telefax to each director at his address as shown by the records of the corporation. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon pre-paid. If notice be given by telefax, such notice shall be deemed to be delivered with the completed transmission to the directors' telefax number. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these articles of incorporation (or by-laws).

Section 6. Quorum. A majority of Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

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Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the law or by the Council's by-laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. The director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE V :

Powers of the corporation are not limited.

ARTICLE VI:

The street address of the corporation's initial registered agent is 3159 San Jose Street, Clearwater, Florida 33579. The registered agent is Patricia Hole.

ARTICLE VII:

SECTION 1. Initial Incorporators

Names/Addresses of the initial incorporators are as follows:

- |   |   |
|---|---|
| 1. Nicholas E. Hollis<br>3159 San Jose Street<br>Clearwater, Florida 33579  | 3. Richard Ellis<br>4100 Glades Road<br>Fort Pierce, FL 34981                         |
| 2. Patricia Sacco Hole<br>3159 San Jose Street<br>Clearwater, Florida 33579 | 4. Hank Robitaille<br>Disney/Epcot Center<br>TrLr-W251<br>Lake Buena Vista, FL. 32830 |

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Continued, Page Four (4)

SECTION 2. SERVICE OF INITIAL INCORPORATORS

Each incorporator shall serve up to and through the first full board of directors meeting of the COUNCIL, whereupon their election for continuance will be considered along with other nominations for board positions.

ARTICLE VIII - MEMBERS

SECTION 1. Classes of Members. The Corporation shall have five (5) classes of members from among persons oriented toward the industry of agriculture in the State of Florida. "Persons" shall mean any private individual, partnership, corporation or association.

The five classes of members are:

- (1) Producers of agricultural products (called Class I Members)
- (2) Persons supplying goods and services to producers of agricultural products (called Class II Members)
- (3) Persons who process and/or market agricultural/food and forestry products ("Class III Members")
- (4) General Industry organizations (Called Class IV Members)
- (5) Professional individuals (Called Class V Members)

SECTION 2. Election of Members. Membership in the corporation shall be limited to those persons whose nomination to a membership class shall have been approved by the affirmative vote of a majority of a quorum of the Board of Directors. Nominations for membership may be made by members of the Board of Directors or by any member.

SECTION 3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members, except Class V members (who are non-voting members).

SECTION 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues for the period fixed in the bylaws.

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Continued, page five (5)

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignations shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. Upon written request signed by a former member and filed the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE IX - INDEMNIFICATION

Except as and to the extent hereinafter provided, the corporation shall indemnify each person who from time to time may serve as an incorporator, officer or director of the corporation against the following: all liabilities, judgments (including adjudications other than on the merits), fines, penalties, awards, costs and expenses (including attorney's fees) imposed upon or reasonably incurred by him in connection with or resulting from any claim, action, suit or proceeding of any kind, civil (including arbitration) or criminal, in or to which he is, or may be, involved or made a party by reason of having so served (and whether or not he is serving at the time the same thus imposed of incurred).

No such person shall be entitled to be thus indemnified: (a) in the relation to matters as to which he shall have been finally adjudged liable for gross negligence or willful misconduct in the performance of duty, (b) to the extent such indemnification is prohibited by applicable law; (c) if he shall fail or refuse to permit the corporation (to the extent permitted by law) to intervene or participate in, the defense of any such claim, action, suit or proceeding, and to cooperate with the corporation to settle, and to cooperate with the corporation in settling, any such claim, suit, or proceeding if in the written opinion of independent counsel selected by, or in the manner designated by, the Board of Directors (which may be counsel customarily retained by the corporation) such settlement is in the best interest of the corporation.

In determining whether, and on what terms, the corporation will

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settle any such claim, action, suit or proceeding and whether and to what extent (except as the right to indemnification is established by a final adjudication) such indemnification shall be made, the directors shall be entitled to, and shall be fully protected if, they rely as to all questions of law upon, and cause the corporation to act in accordance with, the written opinion of independent counsel selected for such purpose by, or in the manner designated by, the Board of Directors (which may be counsel customarily retained by the corporation), stating whether such settlement is in the best interests of the corporation and whether such indemnification is lawful and is authorized by the Articles of Incorporation. Any such person shall be entitled to such indemnification as is approved in the written opinion of such counsel, or as is determined by a resolution of a majority of the members of the Board of Directors at a meeting at which a quorum is present, but not counting for voting or quorum purposes involved in or made a party of such claim, action, suit or proceeding.

Every reference to this article to an officer or director shall include his heirs and personal representatives. The right to indemnification provided by this article is an addition to, and is not exclusive of, any other rights to reimbursement or indemnification to which the persons indemnified hereby may be entitled.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, change or repeal any provision contained in this Certificate in the manner now or hereafter prescribed by the laws of the State of Florida, provided however, that any such action shall be calculated exclusively to carry out the objects and purposes as set forth in Article III for which the corporation is formed, and all rights herein conferred on directors and members of the corporation are granted subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this tenth day September 1996.

Signature of Incorporator

Nicholas E. Hollis

(Nicholas E. Hollis)

**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.

FILED  
SEP 30 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

THE FLORIDA AGRIBUSINESS COUNCIL INC.

(must include suffix)

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

Patricia Hole

(NAME)

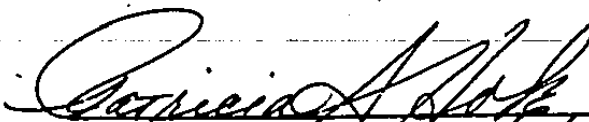
3159 San Jose Street

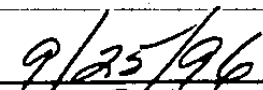
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Clearwater, Florida 33579

(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above state 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 statute 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)

  
(DATE)