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**BOARD CERTIFIED IN TAX LAW

October 9, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

301. 001986913--7
-10/28/96--01039--012
****122.50 ****122.50

Re: Proposed Corporate Name: MARION COUNTY CATTLEMEN'S
ASSOCIATION, INC.

Dear Sirs / Madam:

Enclosed with this letter find an original and one copy of Articles of Incorporation for the above-referenced corporation. Also, find enclosed a check in the amount of \$122.50 payable to the Department of State for the filing fee, registered agent designation and certificate.

Thank you for your prompt attention to this matter. If you require any additional information please call.

Sincerely,


Marty Smith
For the Firm

CMS:jsu
Enclosures

As referenced above

FILED
96 OCT 25 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~OCT 28 1996~~
OCT 29 1996

BSB

FILED

96 OCT 25 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARION COUNTY CATTLEMEN'S ASSOCIATION, INC.

Article I - Name

Section 1. The name of this corporation shall be the MARION COUNTY CATTLEMEN'S ASSOCIATION, INC. ("Association"). It shall operate as a non-profit corporation organized under the laws of the State of Florida.

Article II - Offices

Section 1. The location of the principal offices of the Association for the transaction of its business shall be at 2200 N.E. Jacksonville Road, Ocala, Florida 34470, and such other location as may be determined and fixed by the Board of Directors. The mailing address for the Association shall be Post Office Box 404, Ocala, Florida 34478 unless and until changed by the Board of Directors.

Article III - Purpose, Objective and Scope

Section 1. Purpose. The purpose of the Association shall be to assist local members and the Florida Cattlemen's Association in its efforts to promote the welfare of the beef cattle industry.

Section 2. Objective. The objective of the Association is to carry into effect the purpose of the Association through research, beef promotion or merchandising, and through educating and informing the public and those involved in the beef cattle industry as to issues concerning the beef cattle industry, which include but are not limited to the proper selection, preparation, and use of beef in the interests of health and nutrition.

Section 3. Scope. The scope of this Association shall be the coordination of its efforts throughout the county and the state and cooperation with, and support of, a nationwide program of similar intent and purpose.

Section 4. Non-Profit Organization. The Association shall be a non-profit corporation.

Section 5. Existence. The Association shall have perpetual existence unless dissolved by its membership.

Article IV - Directors

Section 1. Manner of Appointment or Election of Directors. The manner of appointment or election of Directors shall be as set forth in the Bylaws adopted by the Association.

Article V - Powers

Section 1. The Association shall have those powers as granted to it under the laws of the State of Florida (without limitation unless expressly provided in these Articles), these Articles, and the Bylaws.

Article VI - Initial Registered Agent and Street Address

The name and street address of the initial registered agent are:

Marty Smith
125 N.E. First Avenue, Suite One
Ocala, Florida 34478-3310

Article VII - Incorporators

The name and street address of the incorporator for these Articles of Incorporation is:

Sam Albritton
3920 S.E. 145th Street
Summerfield, Florida 34491

Article VIII - Membership

Section 1. Regular Membership. Membership in the Association will be granted by Board of Directors vote to anyone or group engaged in or concerned with some phase of the beef cattle industry, who shows an interest in the Association and meets its requirements.

Section 2. Associate Membership. Association membership will be granted by Board of Directors vote to those individuals named to membership because of their outstanding contributions to some phase of the beef cattle industry.

Section 3. Advisory Membership. Advisory membership will be granted by Board of Directors vote to those individuals who are interested in the promotion and welfare of the beef cattle industry.

Section 4. Membership Certificate. After the requirements for admission to membership have been met, the Association shall issue to each member a nontransferable certificate of membership in the form prescribed by the Board of Directors.

Section 5. Membership Transfer. Membership in the Association shall not be transferable, except from spouse to spouse, parent to child, or child to parent in the event of death of the member.

Section 6. Membership Discontinuance. Membership in the Association will be discontinued if dues are not paid when due.

Section 7. Voting. Members eligible to vote shall be active, regular members of the Association who have paid their dues and have met other necessary requirements annually as determined by the Association. All regular members shall be entitled to one vote.

Article IX - Meeting of Members

Section 1. Annual Meetings. Annual meetings of the members of the Association shall be held at a time and place in Florida each year to be designated by the Association's Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called by the Board of Directors on written notice to the members or by written request of ten (10) members of the Association with due notice given to the members.

Section 3. Notice of Meetings. Notice of meetings of the members shall be given in writing to all members by mailing a copy of such notice to each member ten (10) days prior to the time of meeting; such notice shall specify the time and place of the meeting. Notice is effective when mailed, if mailed postpaid and correctly addressed to the member's address shown in the Association's current record of members.

Section 4. Quorum. A quorum shall consist of at least one-quarter (1/4) of the members of the Association.

Article X - Officers

Section 1. Types. The officers shall be President, Vice President, Secretary, Treasurer, and State Director.


Section 2. Eligibility. All individuals who are active, regular members, who have paid their dues, and who have met other necessary requirements annually as determined by the Association shall be eligible to hold office.

Section 3. Time of Election. All elective officers shall be elected at the annual meeting each year.

Article XI - Amendment of Articles and Bylaws

Section 1. Amendment. The Articles and the Bylaws may be amended at any annual meeting by a vote of two-thirds (2/3) of the members present.

The undersigned incorporator has executed these Articles of Incorporation this 7 day of October, 1996.



Sam Albritton, Incorporator

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

Pursuant to the provisions of §§ 607.0501 or 617.0501, Fla. Stat., 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: **MARION COUNTY CATTLEMEN'S ASSOCIATION, INCORPORATED.**

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

Marty Smith
(NAME)

125 N.E. 1st Avenue, Suite One
(P.O. BOX NOT ACCEPTABLE)

Ocala, Florida 34470
(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 

Date 10/6/96

FILED
96 OCT 25 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA