

WALTON LANTAFF SCHROEDER & CARSON

ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

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MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1995)

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RECEIVED DATE
11-26-96

Re: Florida City Vegetable Cooperative, Inc.
Articles of Incorporation
Our File No. 3959-0000-00

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

According to my telephone conversation with the Filing Section of your office, the filing fees for this corporation are the same as those for a Not-For-Profit Corporation. Therefore, the check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
TOTAL	\$122.50

Please note that in accordance with §607.0203, F.S., and Article X of the Articles, the corporate existence will commence November 26,

Corporate Records Bureau
November 27, 1996
Page 2

1996, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Charles P. Sacher".

Charles P. Sacher

CPS:rbm
Enclosures
cc: Mr. Ralph Iori

ARTICLES OF INCORPORATION
OF
FLORIDA CITY VEGETABLE COOPERATIVE, INC.

96 DEC -2 PM 12:46
FALL 1996
SECRET
FALL 1996

PREAMBLE

We, the undersigned, MIKE L. CAUSLEY, RALPH IORI, JR. and RALPH IORI, persons engaged in the production and marketing of agricultural products, have voluntarily associated ourselves together for the purpose of forming an agricultural cooperative association under and by virtue of the laws of the State of Florida and particularly under the provisions of Chapter 618, Section 618.01 et seq. of the Florida Statutes, and certify to the following:

ARTICLE I

NAME

The name of the Corporation shall be:

FLORIDA CITY VEGETABLE COOPERATIVE, INC.

EFFECTIVE DATE
11-26-96

ARTICLE II

PURPOSE

The purpose for which the association is formed is to engage in any cooperative activity in connection with the producing, marketing, or selling of agricultural products, as the term is defined in Chapter 618, Section 618.01(1) of the Florida Statutes, and in general to function as an agricultural cooperative association within the meaning of Chapter 619, Florida Statutes.

ARTICLE III

PRINCIPAL OFFICE

The address of the Corporation shall be:

300 N. Krome Avenue
Florida City, Florida 33034-4103

ARTICLE IV

DURATION

The term of existence is fifty (50) years.

ARTICLE V

NAMES AND ADDRESSES OF DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of three (3) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The names and street addresses of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mike L. Causley	1562 N.W. 8th Avenue Homestead, Florida 33030
Ralph Iori, Jr.	27501 S.W. 164 Avenue Homestead, Florida 33031
Ralph Iori	19300 S.W. 344 Street Homestead, Florida 33034

ARTICLE VI

MEMBERSHIP INTERESTS

(1) The property rights and interests of each member shall be unequal and shall be based on the relative dollar value of all agricultural products packaged, sold or distributed through the corporation. All relative dollar values shall be limited to the agricultural products of members of the corporation.

(2) New members shall be admitted on the affirmative vote of three-quarters (¾) of the directors.

(3) The provisions of this article shall not be altered, amended, or repealed, except by written consent or vote of three-fourths (¾) of the members of the association.

ARTICLE VII

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, FLORIDA CITY VEGETABLE COOPERATIVE, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE VIII

SUBSCRIBERS

The names and residence addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mike L. Causley	1562 N.W. 8th Avenue Homestead, Florida 33030
Ralph Iori, Jr.	27501 S.W. 164 Avenue Homestead, Florida 33031
Ralph Iori	19300 S W. 344 Street Homestead, Florida 33034

ARTICLE IX

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE X

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 26th day of November, 1996, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

IN WITNESS WHEREOF, Mike L. Causley, Ralph Iori, Jr. and Ralph Iori, the undersigned, being the original subscribers to the

foregoing Articles of Incorporation have hereunder set their hands and seals this 26th day of November, 1996.

Mike L. Causley (SEAL)
MIKE L. CAUSLEY

Ralph Iori, Jr. (SEAL)
RALPH IORI, JR.

Ralph Iori (SEAL)
RALPH IORI

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared MIKE L. CAUSLEY, to me well known or who presented _____ as identification, and who is the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 26th day of November, 1996.

ANNETTE I. WALL
Notary Public, State of Florida
My Comm. expires June 25, 1999
No. CC476268

Annette I. Wall
Notary Public, State of Florida
at Large

My commission expires:

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared RALPH IORI, JR., to me well known or who presented _____ as identification, and who is the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 26th day of November, 1996.

ANNETTE I. WALL
Notary Public, State of Florida
My Comm. expires June 25, 1999
No. CC476. '98

Annette I. Wall
Notary Public, State of Florida
at Large

My commission expires:

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared RALPH IORI, to me well known or who presented _____ as identification, and who is the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 26th day of November, 1996.

ANNETTE I. WALL
Notary Public, State of Florida
My Comm. expires June 25, 1999
No. CC476268

Annette I. Wall
Notary Public, State of Florida
at Large

My commission expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for FLORIDA CITY VEGETABLE COOPERATIVE, INC., at place Designated in ARTICLE VII of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Charles P. Lach (SEAL)
Registered Agent

FILED
96 DEC -2 PM 12:47
SEAL OF THE STATE
TALLAHASSEE FLORIDA