

Tropical Fruit Growers Exchange
P.O. Box 140155 Orlando, Florida 32814-0155
Ph. (407) 894-1351 Fax (407) 894-7840

N97000006872

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Sir or Madam:

The tropical fruit growers in the state of Florida have agreed to the formation of a cooperative association under the provisions of Chapter 618, Florida Statutes. I have enclosed the original and one copy of the Articles of Incorporation of the Tropical Fruit Growers Exchange that the three incorporating directors have properly signed and notarized. Also enclosed in a check for \$140.00 to cover filing fees and a return certified copy of the Articles of Incorporation. Please find a signed certificate indicating the registered agent for the previously named Exchange is Reginald L. Brown located at 4401 East Colonial Drive, Orlando, Florida 32803.

Please expedite incorporation and certification as these growers are anxious to complete the organizational process.

Sincerely,



Reggie Brown
Registered Agent

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DIVISION OF CORPORATIONS
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Enclosure

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W97-26620

ARTICLES OF INCORPORATION
TROPICAL FRUIT GROWERS EXCHANGE, INCORPORATED

We, the undersigned, all of whom are growers of tropical fruits and U. S. citizens, engaged in the production of agricultural products, do hereby voluntarily associate ourselves together for the purpose of forming a nonprofit cooperative marketing association, without capital stock, under the provisions of Chapter 618, Florida Statutes, relating to Agricultural Cooperative Marketing Associations, and do hereby subscribe to the following Articles of Incorporation as the incorporators:

Article I

Name

The name of the association shall be the Tropical Fruit Growers Exchange, Incorporated, hereinafter referred to as the "Exchange."

Article II

Purposes

The Exchange is formed for the following purposes:

- a) Of engaging in any cooperative activity in connection with the producing, marketing or selling of agricultural products for its members.
- b) To market for its members any and all agricultural products.
- c) To promote, encourage, foster, facilitate and insure the economical, orderly and efficient production, distribution and sale of agricultural products.
- d) To collect and disseminate information on the production, harvesting, sale and distribution of agricultural products.
- e) To secure uniformity in sales practices and accounting methods.
- f) To record all transactions and conditions affecting sales.

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- g) To stimulate the demand and confidence of purchasers, as well as to promote harmony and good will among buyers, consumers and other allied interests.
- h) To engage in public relations activities and to advertise and promote any agricultural product of its members that will be beneficial to the members affected.
- i) To promote the marketing and distribution of the agricultural products of its members so as to obtain prices that are fair to consumers, as well as products, based upon crop and market conditions.
- j) To advance the mutual interest of its members.
- k) To be the sole agent for its members in all matters concerning the marketing of their agricultural products and to exercise such powers in any capacity and on any cooperative basis upon which agreement may be reached.
- l) To engage in the financing of any of the above enumerated activities, and to perform or furnish business or educational services on a cooperative basis for its members engaged in agriculture as bona fide producers of agricultural products.

Article III

Powers; Limitations

Section 1. Powers. This Exchange shall have the following powers:

- a) To borrow money without limitation as to amount of corporate indebtedness or liability; and to give a lien on any of its property as security therefor in any manner permitted by law.
- b) To act as the agent or representative of its members in any of the activities mentioned in Article II hereof.
- c) To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Exchange, or incidental thereto.

- d) To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, certificates and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Exchange is formed and to give a lien on any of its property as security therefor.
- e) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with or incidental to the business of the Exchange.
- f) To cooperate with other similar associations for any of the purposes for which this exchange is formed.
- g) To have and exercise, in addition to the foregoing, all powers, privileges and rights conferred on ordinary corporations and cooperative marketing associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this Exchange is formed, except such as are inconsistent with the express provisions of the act under which this Exchange is incorporated, and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this Exchange, all of which are hereby expressly claimed.

Section 2. Limitations. This Exchange shall not market the products of non-members.

Article IV

Place of Principal Office

The Exchange shall have its principal office in the City of Orlando, County of Orange, State of Florida, 4401 E. Colonial Drive, Orlando, Florida 32814, or any other city the Board of Directors may designate.

Article V

Period of Duration

The Exchange shall have perpetual existence.

Article VI

Directors

The number of directors of the Exchange shall be not less than four (4) or such larger number as may be provided for in the Bylaws. The names and addresses of those who are to serve as incorporating directors until the first annual meeting of the members or until their successors are elected and qualified in accordance with the Bylaws are:

Alcides Acosta
21051 Krome Ave.
Homestead, FL 33030

N. P. Brooks
18400 SW 256 St.
Homestead, FL 33031

Herbert Yamamura
25251 SW 139th Ave.
Homestead, FL 33032

Article VII

Membership

This Exchange shall not have any capital stock, but shall admit applicants to membership in the Exchange upon such uniform conditions as may be prescribed by the Board of Directors of the Exchange, or in its Bylaws. This Exchange shall be operated on a nonprofit, cooperative basis for the mutual benefit of its members as producers, and membership in the Exchange shall be restricted to producers who shall patronize the Exchange. The voting rights of the members of the Exchange shall be equal and no member shall have more than one vote. The property rights and interests of each member in the Exchange shall be unequal; and they shall be determined and fixed in the proportion that the patronage of each member shall bear to the total patronage of all the members with the Exchange, but in determining property rights and interests all amounts allocated to each patron or evidenced by certificates of any kind shall be excluded, and, upon dissolution, the equity interests of members shall be determined as provided in the Bylaws. New members admitted to membership shall be entitled to share in the property of the Exchange in accordance with the foregoing general rule.

Article VIII

Supplemental Powers

In addition to the powers and authority provided for in the foregoing Articles, this Exchange shall have each and every power authorized by the laws of Florida, and shall be authorized to do any act not inconsistent with the purposes, limitations and restrictions of Chapter 618, Florida Statutes.

Article IX

Bylaws

Section 1. Bylaws. This Exchange shall adopt for its government and management a code of bylaws not inconsistent with the powers granted by Chapter 618, Florida Statutes. The initial code of bylaws shall be subscribed by all of the subscribing incorporators, and adopted at a meeting of the members by a majority vote of a quorum of the members attending a meeting, of which notice of the said initial code of bylaws shall have been given.

Section 2. Amendments to Bylaws. Said code of Bylaws may be amended only by a majority vote of a quorum of the members attending a meeting of which notice of the proposed amendment shall have been given; but no notice of any proposed amendment of or to the Bylaws shall be given nor submitted to a meeting of the members until after first being approved by all of the Directors.

Article X

Amendments to Articles of Incorporation

The Articles of Incorporation may be altered or amended at any regular meeting or any special meeting called for the purpose. An amendment must first be approved by all of the Directors and then adopted by a vote representing a majority of a quorum of the members attending a meeting of which notice of the proposed amendment shall have been given; provided further, that

Directors and then adopted by a vote representing a majority of a quorum of the members attending a meeting of which notice of the proposed amendment shall have been given; provided further, that Article VII shall not be altered, amended or repealed except by the written consent or vote of three-fourths of the members.

IN TESTIMONY WHEREOF, we have hereunto set our hands this ___ day of ___, 19 ___.

Alcides Acosta

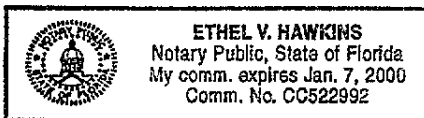
N.P. Brooks

Herbert Yamamura

STATE OF FLORIDA

COUNTY OF DADE

Before me, a Notary Public within and for said County and State, on this 15 day of OCTOBER, 19 97, personally appeared the above persons, known to me to be one of the individuals who subscribed to and executed the above and foregoing articles, and he acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.



Ethel V. Hawkins
Notary Public

My Commission Expires: JAN 7 2000

Directors and then adopted by a vote representing a majority of a quorum of the members attending a meeting of which notice of the proposed amendment shall have been given; provided further, that Article VII shall not be altered, amended or repealed except by the written consent or vote of three-fourths of the members.

IN TESTIMONY WHEREOF, we have hereunto set our hands this 21 day of Oct, 19 97.

Alcides Acosta
Alcides Acosta

N.P. Brooks

Herbert Yamamura

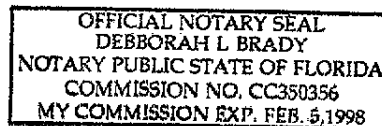
STATE OF FLORIDA

COUNTY OF Dade

Before me, a Notary Public within and for said County and State, on this 21 day of Oct, 1997, personally appeared the above persons, known to me to be one of the individuals who subscribed to and executed the above and foregoing articles, and he acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

Deborah L Brady
Notary Public

My Commission Expires: 2-5-98



Directors and then adopted by a vote representing a majority of a quorum of the members attending a meeting of which notice of the proposed amendment shall have been given; provided further, that Article VII shall not be altered, amended or repealed except by the written consent or vote of three-fourths of the members.

IN TESTIMONY WHEREOF, we have hereunto set our hands this 3 day of NOV, 1997.

Alcides Acosta

N.P. Brooks

Herbert Yamamura
Herbert Yamamura

STATE OF FLORIDA

COUNTY OF DADE

Before me, a Notary Public within and for said County and State, on this 3rd day of November, 1997, personally appeared the above persons, known to me to be one of the individuals who subscribed to and executed the above and foregoing articles, and he acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.



Robin M. Berke
Notary Public

My Commission Expires: 4/13/01

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN THIS STATE

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SECRETARY OF CORPORATIONS
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Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Tropical Fruit Growers Exchange, Incorporated desiring to organize as a corporation under the laws of the State of Florida with its registered office at 4401 East Colonial Drive, Orlando, Florida, 32803, has named Reginald L. Brown located at the above registered office as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of said Act relative to keeping open said office.

By: 

Date: 11/20/92

Reginald L. Brown, Registered Agent