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Amendment

Filed 3-29-91

9 pgs.



302 East Park Avenue, Tallahassee, FL 32301 (904) 222-6171  
MAILING ADDRESS: Post Office Box 5828, Tallahassee, FL 32311  
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ALLEN, DELL & AL  
ATTN: WALLACE B. ANDERSON, JR.  
813-223-5351  
ATTORNEYS AT LAW  
P O BOX 2111  
TAMPA, FL 33601

WORK ORDER NUMBER		
00032588		
CUSTOMER NO.	ORDER DATE	ORDER TIME
0014	03/28/91	10:29 AM
ORDER TAKEN BY		
LYNNE ROBERTS		

WORK ORDER DESCRIPTION

FILE AMENDMENT

OBTAIN CERT. COPY

-03/28/91--00093--013  
DOMESTIC AMENDMENT 87.50  
CERT/PHOTO COPY--\*\*\*52.50  
AMENDMENT--\*\*\*35.00  
TOTAL--\*\*\*87.50

1. FLORIDA CITRUS PROCESSORS ASSOCIATION, INC.

DATE FILED:

STATE FEES PREPAID WITH YOUR CHECK #19571/MADE  
PAYABLE TO THE STATE IN THE AMOUNT OF \$87.50

LR

Name	4/3/91
Area	
Dept	ADH 12/5
Div	ADH
Off	ADH
Sup	ADH
Appr	ADH
By	ADH
Date	
Initials	
Signature	

REG

FILED  
MAR 29 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

If for any reason the above request is confusing or incorrect please contact our office immediately at the telephone number listed above. Thank you for your assistance with the above request.

REQUEST FOR INFORMATION

RALPH C. DELL  
JOHN R. TRINKLE, JR.  
RODNEY C. SHAW, JR.  
STEWART C. EGGERT  
GARY M. WITTEN  
JOSEPH G. HEYCK, JR.  
MICHAEL W. BROWN  
LYNN HAMILTON COLE  
WALLACE B. ANDERSON, JR.  
BARBARA P. MCCULLOCH  
ROBERT A. MORA  
BENJAMIN G. MORRIS  
A. CHRISTOPHER KASTEN, II  
DAVID S. HENDRIX

**ALLEN, DELL, FRANK & TRINKLE**

SUITE 1846, THE BARNETT PLAZA  
185 EAST KENNEDY BOULEVARD  
P.O. BOX 2111  
TAMPA, FLORIDA 33601  
(813) 223-8581

LEROY ALLEN (1906-1979)  
J. ROBERT FRANK (1904-1960)  
AUTOMATIC TELECOPIER  
(813) 224-8082

March 26, 1991

Secretary of State  
State of Florida  
The Capitol  
Tallahassee, Florida 32304

RE: Florida Citrus Processors  
Association, Inc.

Gentlemen:

Enclosed please find an original and one copy of Certificate of Amendment of Certification of Incorporation for the above named corporation. We also include our firm check for \$87.50 for filing fee and certified copy.

Thank you for your assistance in this matter.

Yours truly,

  
Wallace B. Anderson, Jr.

WBAjr:pm  
enc.



Florida Department of State, Jim Smith, Secretary of State

DOMESTIC/FOREIGN

DATE: 3/29/91

RETURNED TO: ☐ Capital Connection ☒ C.I.S.  
☐ Lazarus ☐ Infosearch  
☐ CT Corp. Systems ☐ Empire  
☐ Other:

SUBJECT: Florida Citrus Processors Association  
Reference Number: 018312 Amount Received \$ 37.50

Please correct the following and resubmit your document(s) for filing:

- ☐ Total amount due: \$ \_\_\_\_\_
- ☐ Our records indicate that the correct name of your corporation is as it appears on the enclosed computer printout. Correct your document accordingly.
- ☐ Please entitle your document \_\_\_\_\_
- ☐ The new name is not distinguishable from the name of an existing entity on file. Please select a new name and revise your document accordingly.
- ☐ The new name is not distinguishable from the name of a voluntarily dissolved corporation which by law must be held for 120 days after the vol. diss. effective date. Please select a new name and revise your document accordingly.
- ☐ The document must be signed by the chairman or any vice chairman of the board of directors, president, or any other officer. The person signing must list his name and title.
- ☐ The document must be signed by the president or vice president and secretary or assistant secretary. At least one signature must be notarized or attested to.
- ☒ The designation of each voting group entitled to vote separately on the amendment, and a statement that the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group must be contained in the document, OR a statement that the amendment was approved by unanimous consent of all shareholders entitled to vote.
- ☐ A statement reflecting the amendment(s) was/were adopted by the members, directors, managers, or trustees and the date of adoption must be included in the document.
- ☐ The corporation was dissolved for failure to file its corporate annual report. The corp. must be reinstated before the document will be processed. See attached.
- ☐ The proper forms with instructions are enclosed.

OTHER: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

You may contact the undersigned if you have any questions.

Quetta A. Klopfer  
DOCUMENT EXAMINER/AMENDMENT SECTION  
(904) 487-6 401

21013 01416

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
FLORIDA CITRUS PROCESSORS ASSOCIATION, INC.

FILED  
1951 MAR 29 AM 10:05  
TALLAHASSEE, FLORIDA

The undersigned, as President and Secretary of Florida Citrus Processors Association, Inc., hereby certify that, in keeping with the laws of the State of Florida, the corporation, acting through its members and the Board of Directors, adopted a resolution declaring the advisability of amending the Certificate of Incorporation in the following particular, to-wit:

RESOLVED, that the members and the Board of Directors of Florida Citrus Processors Association, Inc., declare the advisability of amending the Certificate of Incorporation in the following particulars:

To amend ARTICLE I to read as follows:

ARTICLE I

NAME AND ADDRESS OF CORPORATION

The name of this Corporation is FLORIDA CITRUS PROCESSORS ASSOCIATION, INC. The principal office or mailing address of the Corporation is 490 Third Street Northwest, Winter Haven, Florida 33881, subject to change and relocation by the Board of Directors.

To amend ARTICLE II to read as follows:

ARTICLE II

PURPOSES OF CORPORATION

A. For the advancement of the agricultural, viticultural and horticultural pursuits of members of the Corporation comprised of persons, firms or corporations engaged in the

canning, preserving, packing, bottling, shipping and marketing of agricultural, viticultural and horticultural products, or all or any of them, and in the manufacture and preparation of extracts or juices or by-products, or any or all of them, for the purpose of promoting, encouraging and developing the canning industry in the State of Florida.

B. To gather, obtain and disseminate statistics, data and information, generally, with reference to canning and distribution of canned goods, and, generally, to do and perform any and all other matters and things for the general welfare of the canning industry in the State of Florida, and for the mutual benefit of the members of this Corporation.

C. To operate exclusively in any other manner for similar business league purposes under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

To amend ARTICLE IV to read as follows:

#### ARTICLE IV

##### DURATION

The term for which the Corporation shall exist shall be perpetual.

To amend ARTICLE VII to read as follows:

#### ARTICLE VII

##### MEMBERSHIP

Members of the Corporation shall be its dues-paying organizations. The voting and other rights of such members shall be determined in accordance with the Corporation's Bylaws.

To add new Articles to read as follows:

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION

A. Proposed amendments to the Articles of Incorporation may be made by a majority of the Board of Directors or by a member.

B. The proposed amendment must be adopted by a majority resolution of the members.

ARTICLE IX

QUALIFICATIONS AS TAX EXEMPT ORGANIZATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the support of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) in any local campaign on behalf of any candidate for public office.

B. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE X

DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all

the accumulated net earnings of the Corporation exclusively for the benefit of an organization or organizations that are organized and operated exclusively for the purposes set forth in Article II of these Articles of Incorporation, provided that at the time of distribution that organization or organizations are an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). Any remaining capital of the Corporation that is not the result of any accumulation of net earnings of the Corporation shall be distributed ratably to its members in proportion to the dues rate paid by members for the most recent citrus processing season during which dues were paid.

The said resolution was unanimously adopted by the members and the Board of Directors of the Corporation on the 14th day of March, 1991, and the proper corporate officers were instructed and directed to file this Certificate with the Secretary of State of the State of Florida.

WHEREFORE, this Certificate is executed at Winter Haven, Florida, this 14th day of March, 1991.

By: James L. Percy (SEAL)  
JAMES L. PERCY, President

Attest: Clifford C. Beasley, Jr.  
CLIFFORD C. BEASLEY, JR.,  
Secretary

STATE OF FLORIDA


COUNTY OF POLK

I HEREBY CERTIFY that before me the undersigned authority, this day personally appeared JAMES L. PERCY and CLIFFORD C.



BEASLEY, JR., to me well known to be the persons described in and who executed the foregoing Certificate of Amendment to Certificate of Incorporation of Florida Citrus Processors Association, Inc., as President and Secretary respectively of said corporation, and they acknowledged before me that they executed the same freely and voluntarily, for and on behalf of the said corporation, with due authority in them vested, for the uses and purposes therein described. And they further declared that the seal affixed to the said instrument is the true legal seal of the said corporation and was affixed by the said CLIFFORD C. BEASLEY, JR., as Secretary of the corporation, with due authority in him vested, he being the proper custodian thereof.

WITNESS my hand and official seal at Winter Haven, Florida, this 14th day of March, 1991.

  
\_\_\_\_\_  
Notary Public  
State of Florida  
My Commission Expires:  
NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES DEC. 10, 1992.  
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS.