

N99000004192

Vegetable Growers Exchange

P.O. Box 140155 Orlando, Florida 32814-0155

Ph. (407) 894-1351 Fax (407) 894-7840

April 13, 1999

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

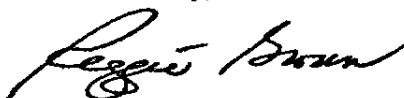
Dear Sir or Madam:

200002840092--5
-04/15/99--01063--023
*****71.00 *****71.00

A group vegetable growers 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 Vegetable Growers Exchange that the ten incorporating directors have properly signed and notarized. Also enclosed is a check for \$71.00 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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1999 JUL 13 PM 3:21
TALLAHASSEE, FLORIDA

RLB/jlmd

Enclosure

200002840092--5
-07/14/99--01001--004
*****16.50 *****16.50

200002840092--5
-05/26/99--01001--003
*****8.75 *****8.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 19, 1999

REGGIE BROWN
PO BOX 140155
ORLANDO, FL 32814-0155

SUBJECT: VEGETABLE GROWERS EXCHANGE, INCORPORATED
Ref. Number: W99000009197

We have received your document for VEGETABLE GROWERS EXCHANGE, INCORPORATED and your check(s) totaling \$71.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The fee for a certified copy of the Articles of Incorporation is \$8.75 for the first 8 pages and \$1 for each additional page (not to exceed \$52.50). Please return the corrected document with the appropriate fees if you wish to receive a certified copy.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 899A00020089

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1999 JUL 13 PM 3:21

**ARTICLES OF INCORPORATION
OF
THE VEGETABLE GROWERS EXCHANGE, INCORPORATED**

TALLAHASSEE, FLORIDA

We, the undersigned, all of whom are residents and citizens of the United States, engaged in the production of agricultural products in the states of Florida, Georgia and other Eastern states, 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 Vegetable 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 agriculture products for its members.
- b) To market for its members any and all agricultural products.
- c) To promote, encourage, foster, facilitate and ensure 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.
- 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 producers, 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 therefore 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 therefore.
- 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 to 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 nonmembers, nor do any act prohibited by law.

Article IV

Place of Principle Office

The Exchange shall have its principle office at 4401 East Colonial Drive, PO Box 140155, in the city of Orlando, County of Orange, State of Florida, zip code 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 three members and three alternates to be elected as provided 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 are:

<u>NAME</u>	<u>ADDRESS</u>
DONALD SPENCER	Rt. 2, Box 2775; Quitman, GA 31643
DAVID CORBETT	P. O. Box 932; Lake Park, GA 31636
KENT T. HAMILTON	2775 Ellenton-Norman Park Rd.; Norman Park, GA 31771
WILLIAM L. BRIM	P. O. Box 822; Tifton, GA 31794
JOE FLETCHER	423 Southerfield Rd.; Americus, GA 31709
GIBBS PATRICK, JR.	165 College Ave.; Omega, GA 31775
J. EDWIN ENGLISH	925 New Harvest Rd.; Immokalee, FL 34142
EDWIN COGGINS	2086 Culpepper Rd.; Lake Park, GA 31636
PATRICK EARL BASS	P. O. Box 398; Leslie, GA 31764
PATRICK MOBLEY	1265 Hwy. 133 North; Moultrie, GA 31768
RANDY DEWITT	Rt. 1, Box 218; Quitman, GA 31643

Article VII

Membership

This Exchange shall not have any capital stock, but shall admit applicants to membership in the Exchange upon such information conditions as are 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 the 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 upon each matter submitted to a vote of a meeting of the members. 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 as provided by 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 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 that purpose. An amendment must first be approved by two-thirds 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 Article VII shall not be altered, amended or repealed except by the written consent or vote of three-fourths of the members.

STATE OF Ga
COUNTY OF Brooks

Before me, a Notary Public within and for said County and State, on this 23rd day of March, 1999, personally appeared Donak Spencer 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.

Wanda R. Hamilton-Tyler
Notary Public

My Commission Expires:

☒ Notary Public, Colquitt County, Georgia
My Commission Expires November 13, 1999

IN TESTIMONY WHEREOF, we have hereunto set our hands this 23 day
of March, 1999

David Corbett
Signature

David Corbett
Printed Name

South Georgia Produce
Company

Physical Address

Lake Park, Ga. 31636
City, State Zip

STATE OF Georgia COUNTY OF Echols

Before me, a Notary Public within and for said County and State, on this 23rd day of
March, 1999, personally appeared, 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.

Wanda R. Bennett-Tyle
Notary Public

Notary Public, Colquitt County, Georgia
My Commission Expires November 13, 1999
My Commission Expires:

IN TESTIMONY WHEREOF, we have hereunto set our hands this 23rd day
of March, 19 99

Kent J. Hamilton
Signature

Kent J. Hamilton
Printed Name

Hamilton Growers, Inc.
Company

2725 Ellen-DeNorman Park Rd.
Physical Address

Norman Park Ga 31771
City, State Zip

STATE OF Ga. COUNTY OF Colquitt

Before me, a Notary Public within and for said County and State, on this 23rd day of
March, 19 99, personally appeared, 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.

Valda Mathis

Notary Public

Notary Public, Colquitt County, Georgia
My Commission Expires November 13, 1999

My Commission Expires:

IN TESTIMONY WHEREOF, we have hereunto set our hands this 23 day
of March, 1999.

William L. Brum
Signature

William L. Brum
Printed Name

Lewis Taylor Farms
Company

P.O. Box 822 TyTy-Omega Rd
Physical Address

TIFTON, Georgia 31794
City, State Zip

STATE OF Georgia COUNTY OF TIFTON TIFT Co.

Before me, a Notary Public within and for said County and State, on this 23 day of
March, 1999, personally appeared, 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.

Wanda Blanton-Tyler

Notary Public

Notary Public, Colquitt County, Georgia
My Commission Expires November 13, 1999

My Commission Expires:

IN TESTIMONY WHEREOF, we have hereunto set our hands this 22nd day
of March, 1999

J. Edwin English
Signature

J. Edwin English
Printed Name

Collice Pacific Growers Partnership
Company

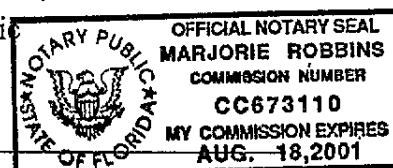
935 New Harvest Rd., Immokalee, FL 34142
Physical Address

City, State Zip

STATE OF Florida COUNTY OF Collier

Before me, a Notary Public within and for said County and State, on this 22nd day of
March, 1999, personally appeared, 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.

Marjorie Robbins
Notary Public



My Commission Expires:

IN TESTIMONY WHEREOF, we have hereunto set our hands this 10th day
of March, 1999

Joe Fletcher, Pres.
Signature

Joe Fletcher, Pres.
Printed Name

Fresh Farm Products, Inc.
Company

423 Southerfield Road
Physical Address

Americus, Ga. 31709
City, State Zip

STATE OF Georgia COUNTY OF Sumter

Before me, a Notary Public within and for said County and State, on this 10th day of
March, 1999, personally appeared, 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.

Dorothy J. Reeves
Notary Public
Notary Public, Sumter County, Georgia
My Commission Expires May 8, 1999

My Commission Expires:

IN TESTIMONY WHEREOF, we have hereunto set our hands this 23 day
of March, 1999


Signature

Gibbs Patrick JR.
Printed Name

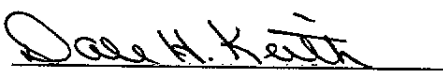
Gibbs Patrick Farms, Inc.
Company

165 College Ave.
Physical Address

Omega, GA. 31775
City, State Zip

STATE OF Georgia COUNTY OF Tift

Before me, a Notary Public within and for said County and State, on this 23 day of
March, 1999, personally appeared, 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.


Notary Public

DALE H. KEITH
Notary Public, Tift County, Georgia
My Commission Expires May 6, 2001

My Commission Expires:

IN TESTIMONY WHEREOF, we have hereunto set our hands this 11 day
of March, 1999

Edwin Coggins
Signature

Edwin Coggins
Printed Name

Circle C Produce Inc
Company

2086 Culpepper Rd
Physical Address

Lake Park Ga 31636
City, State Zip

STATE OF Georgia COUNTY OF Echols

Before me, a Notary Public within and for said County and State, on this 11th day of
March, 1999, personally appeared, 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.

Judy Corden
Notary Public

Notary Public, Echols County, Georgia
My Commission Expires Aug. 20, 2001

My Commission Expires:

IN TESTIMONY WHEREOF, we have hereunto set our hands this 6th day
of April, 1999

[Signature]
Signature

Patrick Mobley
Printed Name

JRS Tomato Inc.
Company

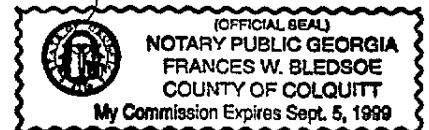
1265 Hwy 133 North
Physical Address

Moultrie, Ga. 31768
City, State Zip

STATE OF Georgia COUNTY OF Colquitt

Before me, a Notary Public within and for said County and State, on this 6th day of
April, 1999, personally appeared, 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.

Frances W. Bledsoe
Notary Public



My Commission Expires:

IN TESTIMONY WHEREOF, we have hereunto set our hands this 8 day
of April, 19 99


Signature

Patrick Earl Bass
Printed Name

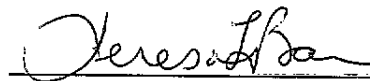
Bass Produce Co.
Company

2280 U.S. Hwy 280
Physical Address

Leslie Ga. 31164
City, State Zip

STATE OF Ga. COUNTY OF Sumter

Before me, a Notary Public within and for said County and State, on this 8th day of
April, 19 99, personally appeared, 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.



Notary Public

Notary Public, Sumter County, Georgia
My Commission Expires June 3, 2000

My Commission Expires:

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

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

Vegetable 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, 32814, 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: 

Reginald L. Brown

Registered Agent

Date: 4/5/99

TALLAHASSEE, FLORIDA

1999 JUL 13 PM 3:21

FILED