

N99000004403

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Wednesday, July 05, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(850) 487-6052

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*****35.00 *****35.00

RE: ARTICLES OF AMENDMENT, Southeast Produce Council, Inc., N99000004403

Dear Sirs/Madam:

Enclosed are (2) two originals of the Articles of Amendment of Southeast Produce Council, Inc. . for filling purposes pursuant to the provisions of section 617.1006, Florida Statutes.

Also enclosed is a check for \$ 35.00 to cover filing fees.

Please send a stamped copy of the Articles of Amendment to the undersigned at the above address.

Thank you for your prompt attention.

ATTACH CHECK OR MONEY ORDER HERE

Respectfully,



Guy Garman
1-877-501-2300

FILED
00 AUG 21 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Amend

Enclosures (4)

T. LEWIS AUG 30 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Southeast Produce Council, Inc.**

FILED
00 AUG 21 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, The undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

amendment adopted

"ARTICLE X" ADDED

COMPENSATION RESTRICTION

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XI - INDEMNIFICATION

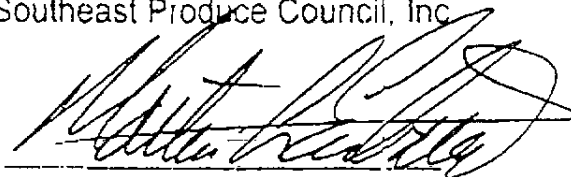
The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director-, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

AOK

The date of adoption of the admennment was: DATE: 11/20/2000
(TODAYS DATE)

On motion and by unanimous vote by the board of directors, the preceeding articles of amendment of Southeast Produce Council, Inc. were adopted. There are no members or members entitled to vote on the admenment.

Southeast Produce Council, Inc.



Martin Eubanks
Secretary