

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

N990000004950

CONTACT:

CINDY HICKS

DATE:

8.19.99

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*****78.75 *****78.75

REF. #:

0164.7964

CORP. NAME:

Florida Family Grower
Cooperative, Inc

- ☒ ARTICLES OF INCORPORATION ☐ ARTICLES OF AMENDMENT ☐ ARTICLES OF DISSOLUTION
☐ ANNUAL REPORT ☐ TRADEMARK/SERVICE MARK ☐ FICTITIOUS NAME
☐ FOREIGN QUALIFICATION ☐ LIMITED PARTNERSHIP ☐ LIMITED LIABILITY
☐ REINSTATEMENT ☐ MERGER ☐ WITHDRAWAL
☐ CERTIFICATE OF CANCELLATION ☐ UCC-1 ☐ UCC-3
☐ OTHER:

FILED
99 AUG 19 AM 10:59
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

STATE FEES PREPAID WITH CHECK# 5707 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY

Examiner's Initials

RECEIVED
99 AUG 19 AM 10:25
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORIDA FAMILY GROWER COOPERATIVE, INC.**

FILED
99 AUG 19 AM 10:59
CLERK OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, all of whom are engaged in the production of agricultural products, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association, without capital stock, under the provisions of Chapter 617 of Florida Statutes.

ARTICLE I. NAME

The name of the association shall be **FLORIDA FAMILY GROWER COOPERATIVE, INC.** and is referred to herein as the Cooperative.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The Cooperative shall have its principal place of business at c/o Steven B. Gold, Esquire, 255 South Orange Avenue, Suite 1100, in the city of Orlando, County of Orange, State of Florida, 32801.

ARTICLE III. PURPOSES

The Cooperative has been organized for the purpose of engaging in any cooperative activity in connection with the producing, marketing, or selling of agricultural products; or with the growing, harvesting, preserving, drying, processing, canning, packing, grading, storing, warehousing, handling, shipping, or utilizing such products; or the manufacturing or marketing of the byproducts thereof; or in connection with any of the activities mentioned herein, the manufacturing, selling, or supplying of machinery, equipment or supplies; or in the financing of any of the above-enumerated activities; or in performing or furnishing business or educational services, on a cooperative basis for those engaged in agriculture as bona fide producers of agricultural products or in any one or more of the activities specified herein.

ARTICLE IV. POWERS

This Cooperative shall have the following powers:

(1) To engage in any activity in connection with the producing, marketing, selling, preserving, growing, harvesting, drying, processing, manufacturing, canning, packing, grading, warehousing, storing, handling, or utilizing of agricultural products or in the manufacturing or marketing of the byproducts thereof; or in any activities in connection with the manufacturing, purchasing, hiring or using supplies, machinery, or equipment; or in the financing of any of the above-enumerated activities, or in performing business or educational services, on a cooperative basis, for those engaged in agriculture as bona fide producers of agricultural products; or in any one or more of the activities specified herein;

(2) To borrow money from any source without limitation as to amount of corporate indebtedness or liability, with authority to give any kind or form of obligation or security therefor;

(3) To act as the agent or representative of any person in any of the above-mentioned activities;

(4) To make loans or advances to members and to their members, to nonmember patrons, and to nonmember patrons of members, with authority to accept therefor any kind, form or type of obligation with or without security; to purchase, endorse, discount, sell, or guarantee the payment of any note, draft, bill of exchange, indenture, bill of sale, mortgage, or other obligation, the proceeds of which have been advanced or used in the first instance for any of the purposes provided for herein; to discount for or purchase from any association organized under the laws of any state, with or without its endorsement, any note, draft, bill of exchange, indenture, bill of sale, mortgage, or other obligation the proceeds of which are advanced or used in the first instance for carrying on any cooperative activity authorized by Chapter 618 of the Florida Statutes and with authority to dispose of same with or without endorsement; provided, however, the Cooperative shall not engage in the business of banking;

(5) To purchase or otherwise acquire, to hold, own, and exercise all rights of ownership in, and to sell, transfer, pledge, or guarantee the payment of dividends or interest on, or the retirement of redemption of shares, of capital stock, bonds, or other obligations of any corporation or association, engaged in any directly or indirectly related activity, or in the producing, picking, hauling, packing, shipping, handling, warehousing, financing, canning, preserving, processing, manufacturing, utilizing, marketing, or selling of any of the products handled by the Cooperative, or any byproducts thereof;

(6) To establish reserves and to invest the funds thereof in bonds, or in such other property as may be provided in the bylaws;

(7) To buy, 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 any of the business of the Cooperative or incidental thereto;

(8) To sell, convey, and transfer all of the assets of the Cooperative; provided, such sale shall be consented to by all of its members, which consent shall be given either in writing, or by vote at a special meeting of its members called for that purpose;

(9) To establish, secure, own, and develop patents, trademarks, and copyrights;

(10) To do each and every thing necessary, suitable or proper for the accomplishment of any one of the purposes, or the attainment of any one or more of the objects herein enumerated, or conducive to or expedient for the interest or benefit of the Cooperative, and to contract accordingly; and in addition, to exercise and possess all powers, rights, and privileges necessary or incidental to the purposes for which the Cooperative is organized or to the activities in which it is engaged, and any other rights, powers, and privileges granted by the laws of the State of Florida to corporations for profit, except such as are inconsistent with the express provisions of Chapter 618 of the Florida Statutes; and to do any such thing anywhere;

(11) The foregoing notwithstanding, the Cooperative shall not, during any fiscal year thereof, deal in or handle products, machinery, equipment, supplies, or perform services for and on behalf of nonmembers to an amount greater in value than such as are dealt in, handled, or performed by it for and on behalf of members during the same period.

ARTICLE V. PERIOD OF DURATION

This Cooperative shall have perpetual existence.

ARTICLE VI. DIRECTORS

This Cooperative shall have at least three (3) directors.

The names and addresses of those who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
F. Hood Craddock	Post Office Box 158 Frostproof, Florida 33843
Ronald L. Edwards	660 Beachland Boulevard, Suite 301 Vero Beach, Florida 32963
Ronald P. Grigsby	Post Office Drawer 3628 Lakeland, Florida 33802
Paul Marinelli	Post Office Box 413038 Naples, Florida 32806

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 255 South Orange Avenue, Suite 1100, Orlando, Florida 32801, and the initial registered agent of this Corporation at that address shall be **Steven B. Gold**. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VIII. MEMBERSHIP

The Cooperative shall not have capital stock but shall admit applicants to membership in the Cooperative upon such uniform conditions as may be prescribed in its bylaws. This Cooperative shall

be operated on a cooperative basis for the mutual benefit of its members as producers. Membership in the Cooperative shall be restricted to producers and associations of producers who shall patronize the Cooperative.

The voting rights of the members of the Cooperative shall be equal, and no member shall have more than one vote upon each matter submitted to a vote at a meeting of the members.


The property rights and interests of each member in the Cooperative shall be unequal and shall be determined and fixed on a patronage basis, and the net proceeds from the business of the Cooperative shall be allocated to member-patrons in the proportion that the patronage of each member bears to the total patronage of all the members of the Cooperative.

ARTICLE IX. AMENDMENT

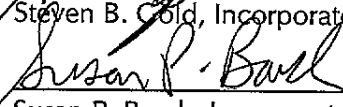
These articles and the by-laws of the Cooperative may be amended only upon the affirmative vote of all of the members eligible to vote on the proposed amendment.

The members of the Cooperative, having organized and/or joined for the purposes of realizing the benefits of such Agreements as exist or shall exist between the Cooperative and purchasers of citrus fruits from the Cooperative as agent for its members, such Agreements may be entered into by the Cooperative or, if extant, modified, only upon the affirmative vote of all of the members eligible to vote on the proposed Agreement or proposed modification.

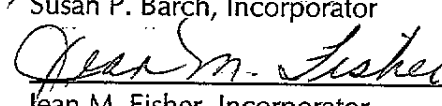
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation as of the 18th day of August, 1999.



Steven B. Cold, Incorporator



Susan P. Barch, Incorporator



Jean M. Fisher, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing was acknowledged before me this 18th day of August, 1999, by Steven B. Gold,
one of the incorporators.

Kathleen M. Wood

Notary Public

Print Name: Kathleen M. Wood

Personally Known X OR

Produced Identification _____

Type of Identification Produced _____



Kathleen M Wood

My Commission CC782345

Expires October 11, 2002

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

FLORIDA FAMILY GROWER COOPERATIVE, INC. (the "Cooperative") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: c/o Steven B. Gold, 255 South Orange Avenue, Suite 1100, Orlando, Florida 32801, has named and designated: **STEVEN B. GOLD**, with its registered office located at: 255 South Orange Avenue, Suite 1100, Orlando, Florida 32801, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **FLORIDA FAMILY GROWER COOPERATIVE, INC.** (the "Cooperative") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Cooperative; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Cooperative relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 18th day of August, 1999.


Steven B. Gold,
Registered Agent

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99 AUG 19 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA