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*Amended &
Restated
Articles*

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2010 JAN 15 AM 9:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AOR
1/15/10

*00789, 01173
00547, 00671

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Family Growers Assotiation

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven B. Gold, Esq

(Name of Contact Person)

Law office of Steven B. Gold

(Firm/ Company)

648 Bayview Dr

(Address)

Longboat Key, FL 34228

(City/ State and Zip Code)

sgold@au24k.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven Gold

(Name of Contact Person)

at (941) 870-2432

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

STEVEN B. GOLD

ATTORNEY AT LAW

January 2, 2010

Personal and confidential

Annette Ramsey
Regulatory Specialist II
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Letter Number 009A00039199
Florida Family Grower Association

Dear Ms. Ramsey:

Enclosed are the letter of instruction dated December 24, 2009, received from the Division of Corporations, advising of certain corrections required in the filing of the restated Articles of Incorporation of Florida Family Grower Association, a not-for-profit citrus agricultural association, the revised form provided by the Division of Corporations for submission of those restated Articles of Incorporation executed by the President of the Association and the Officer's Certificate required by FS 617.1007.

As is stated in the form provided by the Division of Corporations, and as further provided in the attached Amended and Restated Articles of Incorporation, these Articles were unanimously adopted by all of the members of the Association on August 1, 2009.

If you have any questions, please contact me at your convenience.

Sincerely,

A handwritten signature in black ink, appearing to read 'Steven B. Gold', with a long horizontal line extending from the end of the signature.

Steven B. Gold



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 24, 2009

Steven B. Gold, Esq.
Law Office of Steven B. Gold
648 Bayview Dr.
Longboat Key, FL 34228

SUBJECT: FLORIDA FAMILY GROWER ASSOCIATION, INC.
Ref. Number: N99000005212

We have received your document for FLORIDA FAMILY GROWER ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 009A00039199

**FLORIDA FAMILY GROWERS ASSOCIATION
ARTICLES OF INCORPORATION
AMENDED AND RESTATED AS OF AUGUST 1, 2009**

FILED
2010 JAN 15 AM 9:26
SECRETARY 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 618 of the Florida Statutes.

ARTICLE I.

NAME

The name of the association shall be Florida Family Grower Association and is referred to herein as the Association.

ARTICLE II.

PRINCIPAL PLACE OF BUSINESS

The Association shall have its principal place of business at

c/o Evans Properties
660 Beachland Boulevard
Suite 301
Vero Beach, FL 32963
Attention: Ronald Edwards

ARTICLE III.

PURPOSES

The Association has been organized for the purpose of engaging in any 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 as and to the extent permitted by Chapter 618 and such other applicable laws of the State of Florida.

ARTICLE IV.

POWERS

This Association 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 Association 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 or redemption of shares, of capital stock, bonds, or other obligations or 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 Association, 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 Association or incidental thereto;

(8). To sell, convey, and transfer all of the assets of the Association; 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 anyone 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 Association, 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 Association 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 Association 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 Association shall have perpetual existence.

ARTICLE VI. DIRECTORS

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

NAME	ADDRESS
F. Hood Craddock	Latt Maxcy Corporation 21299 US Highway 27 Lake Wales, FL 33859
Brad Boaz	Barron Collier Companies 2600 Golden Gate Parkway Naples, FL 34105
Ronald L. Edwards	Evans Properties, Inc. 660 Beachland Boulevard Suite 301 Vero Beach, FL 32963

ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 660 Beachland Boulevard, Vero Beach, FL 32963 and the initial registered agent of this Corporation at that address shall be Ronald L Edwards. 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

(1). The Association shall not have capital stock but shall admit applicants to membership in the Association upon such uniform conditions as may be prescribed in its bylaws. This Association shall be operated on an association basis for the mutual benefit of its Members as growers of agricultural products. Membership in the Association shall be restricted to growers and associations of growers who shall patronize the Association.

(2). The voting rights of the Members of the Association 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 rights of Members respecting notice of matters upon which they are entitled to vote shall be included in the Bylaws of the Association.

(3). The property rights and interests of each member in the Association shall be unequal and shall be determined and fixed on a patronage basis, and the net proceeds from the business of the Association 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

Association.

ARTICLE IX.

AMENDMENT

(1). Amendment of these Articles shall require the prior approval by not less than 75% of the directors entitled to vote thereon. Following such approval, these Articles of the Association may be amended upon the affirmative vote of [all of the Members eligible to vote on the proposed amendment]

(2). The Members of the Association, having organized and/or joined for the purposes of realizing the benefits of Fruit Supply Agreements as exist or shall exist between the Association and purchasers of citrus fruits from the Association ("Processors"), such Agreements may be entered into by the Association or, modified, only upon the affirmative vote of all of the Members.

OFFICER'S CERTIFICATE

Pursuant to the requirements of FS 617.1007 this Officer's Certificate is provided in association with the filing of Amended and Restated Articles of Incorporation of the Florida Family Grower Association (the "Association"), a not-for-profit citrus agricultural cooperative organized, domiciled and existing under the laws of the state of Florida.

In my capacity as President of the Florida Family Grower Association I hereby certify:

1. The Amended and Restated Articles of Incorporation of the Association include amendments to the Articles requiring approval of the Members of the Association.
2. The said Amendments were adopted by unanimous action of all of the Members of the Association on August 1, 2009.
3. The text of such Amendments is included in the Amended and Restated Articles of Incorporation submitted herewith.

In witness whereof, the undersigned has executed this Officer's Certificate, this 11th day of January, 2010.

Ronald L Edwards

Ronald L. Edwards