

TRANSMITTAL LETTER

N99000005555

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-09/13/99--01058--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: OSCEOLA FISH FARMERS ASSOCIATION, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

~~☒ \$78.75  
Filing Fee  
& Certificate of Status~~

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: WILLIAM E. GUY, JR.  
Name (Printed or typed)

55 East Ocean BLvd.

Address

Stuart, FL 34994

City, State & Zip

(561) 286-7372

Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 SEP 13 PM 2:26

FILED

NOTE: Please provide the original and one copy of the articles.

9/20/99 T.B.

FILED

99 SEP 13 PM 2:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

**OSCEOLA FISH FARMERS ASSOCIATION, INC.**  
A Florida Corporation Not for Profit

The undersigned, all of whom are of full age, hereby voluntarily associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, (1997), and certify as follows:

ARTICLE ONE  
Name and Address

1.1 Name. The name of the corporation shall be OSCEOLA FISH FARMERS ASSOCIATION, INC.

1.2 Address. The Principal office of the Corporation shall initially be located at 3460 Hickory Tree Road, St. Cloud, FL 34772.

ARTICLE TWO  
Purpose

2.1 Purpose. The general purpose for which the Corporation is organized is any lawful purpose not in conflict with Chapter 617, Fla. Statutes.

2.2 The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to take all legal actions to protect the rights and improve the livelihood of fish farmers in Osceola County, Florida.

2.3 Distribution of Income. The Corporation shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.

ARTICLE THREE  
Powers

3.1 Common Law and Statutory Powers. The Corporation shall have all of the common-law and statutory powers of a corporation not for profit and not in conflict with Chapter 617, Fla. Statutes.

3.2 Specific Powers. As means of and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

a. to accept, acquire, receive and hold by bequest, devise, grant gift, purchase, exchange, lease transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

b. to sell, exchange, convey, mortgage, lease, transfer or otherwise, dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

c. to borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for properties acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

d. to invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other securities and property as its Board of Directors shall deem advisable to best promote the purpose of the corporation subject only to the limitations and conditions contained in any bequest, devise, grant or gift; and

e. in general, the corporation shall have the power, alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishments, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes;

f. in general, the corporation shall have full power and authority to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

3.3 Assets Held in Trust. All funds and properties acquired by the association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Corporation. Upon dissolution or liquidation, any assets remaining shall be distributed back to the members, then current, on a pro-rata basis.

3.4 Limitation on Exercise of Powers. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Articles and the Bylaws of the Association.

#### ARTICLE FOUR MEMBERS

4.1 Members. Any person or entity operating a fish farm in Osceola County, Florida and who is deemed eligible by a majority vote of the board of directors, shall be eligible for membership in the corporation.

4.2 Change of Membership. Changes in qualifications of the members and the manner of their admission shall be prescribed from time to time by the by-laws and by the board of directors of the corporation.

4.3 Voting. The members shall be entitled to one vote as a member of the Corporation on all matters which require voting by members. The manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

4.4 Meetings. All membership meetings shall be held in Osceola County, Florida.

## **ARTICLE FIVE DIRECTORS**

5.1 Board of Directors. The affairs of the Corporation shall be managed by the Board of Directors consisting of the number of Directors determined by the Bylaws, but in no event less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

5.2 First Board of Directors. The names and residence addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation and the Bylaws shall hold office for the first year of the corporations existence or until their successors are elected and have qualified, or until removed, are as follows:

1. ARTHUR D. CASTELLI  
7580 E. Irlo Bronson Memorial Highway  
St. Cloud, FL 34771
2. RHONDA WALTHER  
3460 Hickory Road  
St. Cloud, FL 34772
3. DONALD WALTHER  
3460 Hickory Road  
St. Cloud, FL 34772
4. SHEILA KLINGENSMITH  
3981 Doe Drive  
St. Cloud, FL 34772
5. MICHAEL KLINGENSMITH  
3981 Doe Drive  
St. Cloud, FL 34772

Bonny Castelli  
7580 E. Irlo Bronson Mem. Hwy  
St. Cloud, FL 34771

5.3 Meetings. All directors' meetings shall be held in Osceola County, Florida.

## ARTICLE SIX

### Officers

6.1 Officers. The affairs of the Corporation shall be administered by a President, Vice President and Secretary-Treasurer and such other officers as may be designated in the Bylaws of the Corporation. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

ARTHUR D. CASTELLI, President  
7580 E. Irlo Bronson Memorial Highway  
St. Cloud, FL 34771

RHONDA WALTHER, Vice President  
3460 Hockory Road  
St. Cloud, FL 34772

SHEILA KLINGENSMITH, Secretary/Treasurer  
3981 Doe Drive  
St. Cloud, FL 34772

## ARTICLE SEVEN

### Indemnification

7.1 Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been an director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE EIGHT

### Bylaws

8.1 Bylaws. The Bylaws of the Corporation shall be adopted by a majority vote of the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

**ARTICLE NINE**  
**Amendments**

9.1 **Amendments.** Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- (b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Corporation. Such approvals must be by a majority vote of the Board of Directors. Directors not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

**ARTICLE TEN**  
**Term**

10.1 **Term.** The term of the Corporation shall be perpetual.

**ARTICLE ELEVEN**  
**Subscribers**

11.1 **Names and Addresses.** The names and residence addresses of the subscribers of these Articles of Incorporation are as follows:

ARTHUR D. CASTELLI, President  
7380 E. Irlo Bronson Memorial Highway  
St. Cloud, FL 34771

RHONDA WALTHER, Vice President  
3460 Hockory Road  
St. Cloud, FL 34772

SHEILA KLINGENSMITH, Secretary/Treasurer  
3981 Doc Drive  
St. Cloud, FL 34772

ARTICLE TWELVE

Registered Agent

12.1 Registered Agent. The street address of the Corporation initial registered office and the name of its initial Registered Agent at such address is as follows:

Name

Address

WILLIAM E. GUY, JR.

55 EAST OCEAN BLVD., STUART, FL 34994

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of OSCEOLA FISH FARMERS ASSOCIATION, INC. which is contained in the foregoing Articles of Incorporation.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

\_\_\_\_\_  
WILLIAM E. GUY, JR.

IN WITNESS WHEREOF, the subscribers have hereto affixed their signature on this 4th day of August, 1999.

\_\_\_\_\_  
ARTHUR D. CASTELLI, President *ngd*

\_\_\_\_\_  
RHONDA WALTHER, Vice President *ngd*

\_\_\_\_\_  
SHEILA KLINGENSMITH, Sec'y/Treas. *ngd*

## ARTICLE TWELVE

Registered Agent

12.1 Registered Agent. The street address of the Corporation initial registered office and the name of its initial Registered Agent at such address is as follows:

Name

Address

WILLIAM E. GUY, JR.

55 EAST OCEAN BLVD., STUART, FL 34994

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of OSCEOLA FISH FARMERS ASSOCIATION, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 5th day of August, 1999.

  
WILLIAM E. GUY, JR.

IN WITNESS WHEREOF, the subscribers have hereto affixed their signature on this 3 day of August, 1999.

  
ARTHUR D. CASTELLI, President

RHONDA WALTHER, Vice President

  
SHEILA KLINGENSMITH, Sec'y/Treas.

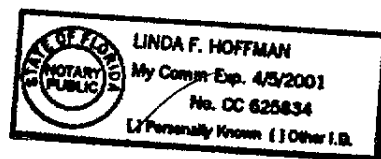


STATE OF Fla  
COUNTY OF ORANGE

I HEREBY CERTIFY that on the 3 day of August, 1999 before me, officers duly authorized and acting, personally appeared ~~ARTHUR D. CASTELL, RHONDA WATKINS~~ and SHEILA KLINGENSMITH to me well known to be the persons described in and who executed the foregoing Articles of Incorporation of OSCEOLA FISH FARMERS ASSOCIATION, INC., for the purposes expressed in said Articles, and they acknowledged then and there before me that they executed said instrument.

WITNESS my hand and official seal at ORANGE County, Fla, this the 3 day of August, 1999.

(Notary Seal)



[Signature]  
Notary Public  
My Commission Expires:

STATE OF Florida  
COUNTY OF OSCEOLA

I HEREBY CERTIFY that on the 4<sup>th</sup> day of August, 1999 before me, officers duly authorized and acting, personally appeared ARTHUR D. CASTELLI, RHONDA WALTHER and ~~SHEILA KLINGENSMITH~~ to me well known to be the persons described in and who executed the foregoing Articles of Incorporation of OSCEOLA FISH FARMERS ASSOCIATION, INC., for the purposes expressed in said Articles, and they acknowledged then and there before me that they executed said instrument.

WITNESS my hand and official seal at OSCEOLA County, FLORIDA, this the 4<sup>th</sup> day of August, 1999.

(Notary Seal)



NOEL G. DRUIN  
Comm. No. CC 564050  
My Comm. Exp. July 22, 2000  
Bonded thru Pichard Ins. Agcy,

*Noel G. Druin*  
Notary Public

My Commission Expires: 7/22/2000