

N 99000007037

AHIA

Association of Healthcare Internal Auditors, Inc.
926 GREAT POND DRIVE • SUITE 1003
ALTAMONTE SPRINGS, FL 32714-7244

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

EFFECTIVE DATE

01-01-00

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
99 DEC -1 AM 8:30
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

T. Burch DEC 2 1999

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 13, 1999

ASSOCIATION OF HEALTHCARE INTERNAL AUDITORS, INC.
926 GREAT POND DRIVE STE 1003
ALTAMONTE SPRINGS, FL 32717-7244

SUBJECT: AMERICAN FRESH JUICE COUNCIL, INC.
Ref. Number: W99000023535

We have received your document for AMERICAN FRESH JUICE COUNCIL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 299A00049337

FILED

99 DEC -1 AM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF THE

AMERICAN FRESH JUICE COUNCIL, INC.

EFFECTIVE DATE

01-01-00

To: Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a non-profit corporation, adopt the following Articles of Incorporation for such corporation pursuant to the laws of the State of Florida.

ARTICLE I

The name of the Corporation is the American Fresh Juice Council, Inc. (hereinafter called the "Corporation").

ARTICLE II

The principal place of business and mailing address of the corporation shall be 900 Fox Valley Drive, Suite 204, Longwood, FL 32779 or such other places as may be determined from time to time by the corporation's board of directors. The period of duration of the Corporation is perpetual. The name of the corporation's initial registered agent shall be Thomas A.

Monahan, Certified Association Management Company, 900 Fox Valley Drive, Suite 204, Longwood, FL 32779

ARTICLE III

INCORPORATOR

32 The name of and address of the incorporator is Thomas A.
33 Monahan, 900 Fox Valley Drive, Suite 204, Longwood, FL 32779-2552
34

35 ARTICLE IV

36 The Corporation is organized for the purpose of promoting
37 such common interests of its members as may qualify it as exempt
38 from federal income tax under Section 501(c)(6) of the Internal
39 Revenue Code of 1986 (or the corresponding provision of any
40 subsequent federal tax laws); and within such limits to promote
41 the value and development of a safe fresh juice industry through
42 education, communication and continuous improvement of good
43 manufacturing practices and engage in such activities as may be
44 necessary and proper for a trade association; and, to take all
45 other appropriate action in furtherance of such purposes; and
46 consistent with the above, to exercise all powers available to
47 corporations organized pursuant to the laws of the State of
48 Florida.
49

50 ARTICLE V

51 The Corporation shall have classes of members, as determined
52 from time to time by the Corporation's Board of Directors. The
53 members in each of the classes of members shall have the right to
54 vote as set forth in the Bylaws.
55

56 ARTICLE VI

57 The affairs of this Corporation shall be managed by its
58 Board of Directors. The number of directors (not less than

59 three) and the manner of choosing directors shall be fixed in the
60 Bylaws.

61 ARTICLE VII

62 Except as provided in these Articles of Incorporation, the
63 internal affairs of the Corporation shall be regulated and
64 determined as provided in the Bylaws.
65

66 ARTICLE VIII

67 At all times and under all circumstances, and
68 notwithstanding merger, consolidation, reorganization,
69 termination, dissolution, or winding up of the Corporation,
70 voluntary or involuntary or by the operation of law, or upon
71 amendment of the Articles of Incorporation of the Corporation:

72 (a) The Corporation shall not engage in any activity
73 that is unlawful under the laws of the United States, the
74 District of Columbia, or any jurisdiction where such activities
75 are carried on.

76 (b) The Corporation shall not have or exercise any
77 power or authority either expressly, by interpretation, or by
78 operation of law, nor shall it directly or indirectly engage in
79 any activity, that would prevent it from qualifying (and
80 continuing to qualify) as a corporation described in Section
81 501(c)(6) of the Internal Revenue Code of 1986 (or the
82 corresponding provision of any subsequent federal tax laws).

83 (c) No part of the assets or net earnings of the
84 Corporation shall inure to the benefit of or be distributable to
85 its incorporators, Directors, Officers, or other persons having a

86 personal or private interest in the Corporation, except that the
87 Corporation shall be authorized and empowered to pay reasonable
88 compensation for services actually rendered and to make
89 reimbursement in reasonable amounts for expenses actually
90 incurred in carrying out the purposes set forth in ARTICLE III
91 hereof.

92 (e) Neither the whole, nor any part or portion, of the
93 assets or net earnings of the Corporation shall be used, nor
94 shall the Corporation ever be operated, for objects or purposes
95 other than those set forth in ARTICLE IV hereof.

96 (f) Upon dissolution of the Corporation, all of its
97 assets and property of every nature and description remaining
98 after the payment of all liabilities and obligations of the
99 Corporation (but not including assets held by the Corporation
100 upon condition requiring return, transfer, or conveyance, which
101 condition occurs by reason of the dissolution) shall be paid over
102 and transferred to one or more organizations which engage in
103 activities substantially similar to those of the corporation and
104 which are then qualified for exemption from federal income taxes
105 as organizations described in Sections 501(c)(3) or (c)(6) of the
106 Internal Revenue Code of 1986 (or corresponding provisions of any
107 subsequent federal tax laws).

108 ARTICLE IX

109 The effective date of the corporation shall be January
110 1, 2000.

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114 IN WITNESS WHEREOF, we have hereunto set our hands and
115 seals this 1st day of October, 1999.

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A handwritten signature in dark ink, appearing to read 'T. Monahan', is written over a horizontal line.

Thomas A. Monahan
Registered Agent/Executive Director/Incorporator

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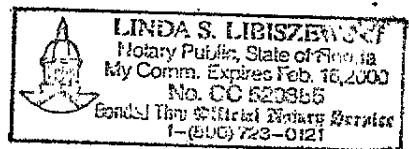
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CITY OF LONGWOOD)
STATE OF FLORIDA) ss:

I, Linda S. Libiszewski, a Notary Public,

hereby certify that on the 6th day of
October, 1999, Thomas A. Monahan, personally
appeared before me being by me first duly sworn, declared that
they signed the foregoing Articles of Incorporation of the
American Fresh Juice Council, Inc. as Incorporators, and that the
statements therein contained are true.

Linda S. Libiszewski
Notary Public



(Notarial Seal)

My Commission Expires:
2/16/00

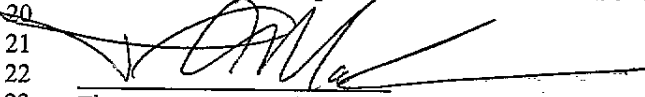
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3 **ACCEPTANCE BY REGISTERED AGENT**

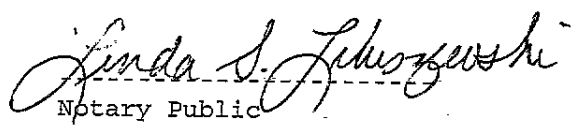
4 Having been named to accept services of process for the above named
5 Corporation at a place designated in these Articles of Incorporation, I
6 hereby accept to act in this capacity and agree to comply with the
7 provision of Chapter 48.091, Florida Statutes relative to keeping open
8 said office for service of process.

9 STATE OF FLORIDA
10 COUNTY OF SEMINOLE
11

12 BEFORE ME, a Notary Public authorized to take acknowledgements in the
13 State and County set forth above, personally appeared THOMAS A.
14 MONAHAN, to me well known to be the person who executed the foregoing
15 Acceptance by Registered Agent, and he acknowledged to and before me
16 that he executed said acceptance for the purposes therein expressed.
17

18 IN WITNESS WHEREOF, I hereunto set my hand and official seal in the
19 State and County aforesaid this 1st day of October 1999.
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21 
22
23 Thomas A. Monahan
24 Registered Agent
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Notary Public
State of Florida
My Commission expires: 2/16/00

