

P010000051945  
LAW OFFICES  
VEGA, BROWN, STANLEY & BURKE, P.A.

GEORGE VEGA, JR.  
THOMAS R. BROWN, P.A.  
JOHN F. STANLEY\*  
CONSTANCE M. BURKE  
ALAN B. FIELDS  
\*ALSO LICENSED IN NY

FOUNDED 1948

May 15, 2001

3030 Horseshoe Drive S, Suite 200  
NAPLES, FLORIDA 34112-4899

MARCO ISLAND OFFICE  
950 NORTH COLLIER BLVD

TELEPHONE (941) 774-3333  
TELECOPIER (941) 774-6420

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32314

900004271409--8  
-05/18/01--01089--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Payne Farms, Inc.

Ladies & Gentlemen:

You will find enclosed 2 sets of Articles of Incorporation for Payne Farms, Inc. for filing, together with a check for \$78.75 in payment of the following:

Filing Fees	\$35.00
Certified Copy	8.75
Registered Agent	
Designation	<u>35.00</u>
	\$78.75

When these have been filed, please return a certified copy to me at the above address. Thank you for your assistance.

Sincerely,



Alan B. Fields

ABF:hs

Enclosures

2 Sets of Articles  
Check

FILED  
01 MAY 18 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB5-24

**Articles of Incorporation**

**of**

**Payne Farms, Inc.**

**FILED**

**01 MAY 18 PM 2:44**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation shall be Payne Farms, Inc.

**ARTICLE II - DURATION**

The duration of the Corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of the Corporation shall be at 9410 Payne Road, Sebring, Florida 33872.

**ARTICLE IV - PURPOSES AND POWERS**

The purpose of the Corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida

**ARTICLE V - AUTHORIZED STOCK**

The Corporation is authorized to issue one thousand (1,000.00) shares of stock with a par value of ten cents (\$0.10). Such stock shall be of a single class.

**ARTICLE VI - REGISTERED AGENT**

The initial Registered Agent is Alan B. Fields. The initial Registered Office of the Corporation is 3030 Horseshoe Drive South, Suite 200, Naples, Florida 34104. The Registered Agent and the Registered Office may be changed by the Board of Directors at any time.

**ARTICLE VII - INITIAL DIRECTORS**

The names and addresses of the initial Board of Directors of the Corporation are as follows:

John K. Payne

9410 Payne Road  
Sebring, Florida 33872

## **ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator is:

Alan B. Fields  
3030 Horseshoe Drive S  
Suite 200  
Naples FL 34104

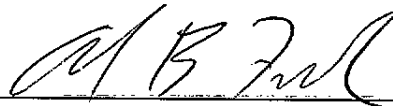
## **ARTICLE IX - AFFILIATED TRANSACTIONS**

The Corporation, pursuant to Section 607.0901(5)(a) Florida Statutes, expressly elects not to be covered by Section 607.0901 Florida Statutes, pertaining to Affiliated Transactions.

## **ARTICLE X - INDEMNIFICATION**

The Corporation shall have the authority to indemnify any current or former officer, director, employee or agent in its Bylaws, by agreement with such officer, director, employee or agent as authorized by the Board of Directors, or as otherwise permitted by Florida law. The Corporation, pursuant to Section 607.0850(9) Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees and agents other than (i) pursuant to an express agreement between the officer, director, employee or agent and the Corporation or (ii) in situations where indemnification is mandatory under Section 607.0850(3) Florida Statutes or (iii) in a suit by or in the right of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions of Section 607.0850(4) Florida Statutes is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute, the foregoing shall be interpreted to restrict all court ordered indemnification under Section 607.0850(9).

**IN WITNESS WHEREOF**, the undersigned Incorporator does hereby execute these Articles of Incorporation on May 17, 2001.



\_\_\_\_\_  
Alan B. Fields, Incorporator

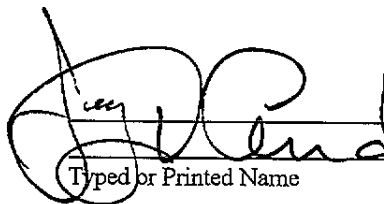
## ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on May 17, 2001 by Alan B. Fields ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification and who did not take an oath.

[Seal]

  
\_\_\_\_\_  
Typed or Printed Name



\_\_\_\_\_  
Serial Number, if Any

## ACCEPTANCE BY REGISTERED AGENT

I, Alan B. Fields, hereby accept the appointment as Registered Agent for Payne Farms, Inc. and acknowledge my acceptance below with my signature below, as of May 17, 2001.

  
\_\_\_\_\_  
Registered Agent