

TRANSMITTAL  
**PO1000057243**

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

800004339398--4  
-06/04/01--01050--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT:** William Neece Corporation  
(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:** Paul G. Fletcher, P.A.  
Name (Printed or typed)

1500 South Dixie Highway  
Address

Coral Gables, FL 33141  
City, State & Zip

305/661-6125  
Daytime Telephone number

FILED  
01 JUN-4 PM 5:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

6-8-01  
10-8-9  
11C

**ARTICLES OF INCORPORATION**  
**OF**  
**WILLIAM NEECE CORPORATION**

FILED  
01 JUN -4 PM 5:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of the corporation is **WILLIAM NEECE CORPORATION**.

**ARTICLE II**  
**DURATION**

This corporation shall have perpetual existence.

**ARTICLE III**  
**PURPOSE**

This corporation is organized for the purpose of sale, distribution, marketing of agricultural products, together with all other lawful use permitted under the laws of the State of Florida.

**ARTICLE IV**  
**VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE V**  
**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

**ARTICLE VI**  
**DESIGNATION OF SERIES**

Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors are authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below.

1. The distinctive designation of all series and the number of shares which constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption of price or prices, if any, for the shares of each, any or all series;
4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;
5. The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

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**ARTICLE VII**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is **Bank of America Building, 1500 South Dixie Highway, Suite 200, Coral Gables, Florida 33146** and the name of the initial registered agent of this corporation is **Paul G. Fletcher, Esquire**.

**ARTICLE IX**  
**PRINCIPAL PLACE OF BUSINESS**

The street address of the place of business of this corporation is **960 Cape Marco Drive, Unit 1102, Marco Island, FL 34145**.

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**ARTICLE X**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one sole director, initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<b>WILLIAM M. NEECE , President</b>	<b>960 Cape Marco Drive, Unit 1102 Marco Island, FL 34145</b>
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The name and address of the person signing these articles is **WILLIAM M. NEECE**  
**960 Cape Marco Drive, Unit 1102, Marco Island, FL 34145.**

**ARTICLE XI**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XII**  
**INDEMNIFICATION**

The corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIII**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of May, 2001.

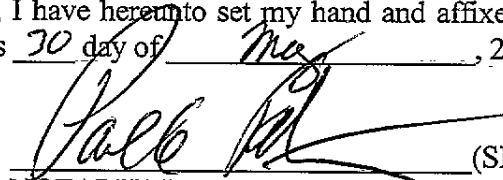
  
WILLIAM M. NEECE

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared **WILLIAM M. NEECE**, personally known to me and known by me to be the person who executed the foregoing Articles and who acknowledged before me the execution of these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 30 day of May, 2001.

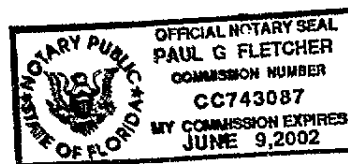
 (SEAL)

NOTARY PUBLIC, State of Florida at Large

Printed Name: \_\_\_\_\_

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

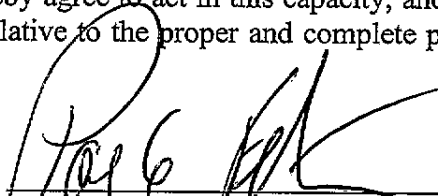
First that **WILLIAM NEECE CORPORATION** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has **Paul G. Fletcher, Esquire** located at **Bank of America Building, 1500 South Dixie Highway, Suite 200, Coral Gables, FL 33145** as its agent to accept service of process within Florida.

  
Corporate Officer

Title: PRESIDENT

Date: 5/30/01

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
**PAUL G. FLETCHER**  
Registered Agent

Date: 5/30/01

FILED  
01 JUN -4 PM 5:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA