

P01000057506

**HIGHLAND CITRUS PRODUCTS, INC.**

1785 Shower Tree Way  
Wellington, Florida 33414-5837  
Ph. (561) 793-6793 Fax (561) 793-4356  
e-mail: [screiser@prodigy.net](mailto:screiser@prodigy.net)

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

May 31, 2001

FILED  
01 JUN -5 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Subject: HIGHLAND CITRUS PRODUCTS, INC.

Gentlemen,

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$78.75 representing the filing fee and for a certified copy of the subject articles.

From: Stephen C. Reiser  
1785 Shower Tree Way  
Wellington, Florida 33414-5837  
Phone: (561) 615-5370

000004341958--1  
-06/05/01--01070--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75  
78.75

Sincerely,



Stephen C. Reiser  
President  
Highland Citrus Products, Inc.

Enclosure

F. GREISER

JUN 1 1 2001

**ARTICLES OF INCORPORATION  
OF  
HIGHLAND CITRUS PRODUCTS, INC.**

FILED  
01 JUN -5 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE**

**NAME**

- 1.01 The name of the corporation is: **Highland Citrus Products, Inc.**

**ARTICLE TWO**

**PRINCIPAL OFFICE**

- 2.01 The address of the initial principal place of business of the Corporation is 1785 Shower Tree Way, Wellington, Florida 33414-5837

**ARTICLE THREE**

**PURPOSE**

- 3.01 The purpose for which the Corporation is organized are for the further development of technology relating to the citrus industry, citrus processing, and the conversion of citrus processing wastes into high value added by-products and
- 3.02 Any other transaction and all business permitted under the laws of the United States of America and the State of Florida as presently in effect or as it may hereafter be amended.

## **ARTICLE FOUR**

### **CAPITAL STOCK**

#### **PREFERRED AND COMMON SHARES WITHOUT PAR VALUE**

- 4.01 The aggregate number of shares that the Corporation is authorized to issue is 6,000,000 shares, all of which shall be without par value. The shares are divided into two classes. The designation of each class and the number of shares of each class are as follows:

CLASS	NUMBER OF SHARES
Common	4,000,000
Preferred	2,000,000

- 4.02 Voting Rights of Preferred Shares. The preferred shares shall be nonvoting shares.
- 4.03 Noncumulative Preferred Shares. The dividends on the preferred shares shall be noncumulative. The amount and payment terms of said dividends shall be determined by the Board of Directors.
- 4.04 Redemption of Preferred Shares. The Corporation shall have the right to redeem the preferred shares, in whole or in part, at the option of the Corporation, by the vote of the Board of Directors. The redemption terms and conditions of the preferred shares shall be determined by the Board of Directors.

## **ARTICLE FIVE**

### **DIRECTORS**

- 5.01 The initial Board of Directors of Highland Citrus Products, Inc., shall consist of the following Three (3) Founders/Incorporators and may be increased in the future.
- 5.02 The names and addresses of the members of the first Board of Directors are:

Name	Address
Stephen C. Reiser	1785 Shower Tree Way Wellington, FL. 33414-5837
Norman D. Dudey	1602 2 <sup>nd</sup> . Avenue San Mateo, CA. 94401

David R. Walker

1700 McMullen Booth Road  
Suite D-3  
Clearwater, FL. 33759

- 5.03 Each board member will cast votes in an amount equal to their respective voting share. A quorum will be considered present, if and only if a minimum of 2 board members with of the voting share membership is present, given adequate notice in accordance with 607.0820 and 607.0822 of the Florida Statutes.

#### **ARTICLE SIX**

##### **INITIAL REGISTERED AGENT AND ADDRESS**

- 6.01 As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these articles of incorporation, the Corporation's initial registered office is located at 1785 Shower Tree Way, Wellington, Florida 33414-5837. The Corporation's initial registered agent at that office is **Stephen C. Reiser**.

#### **ARTICLE SEVEN**

##### **FOUNDERS/INCORPORATORS**

- 7.01 The names and addresses of the Founders and Incorporators are:

Name	Address
The Reiser Family Trust Stephen C. Reiser, General Partner	1785 Shower Tree Way Wellington, FL. 33414-5837
Ging Ro Partners Norman D. Dudey, Managing Partner	1602 2 <sup>nd</sup> . Avenue San Mateo, CA. 94401
The Walker Family Trust David R. Walker, General Partner	1700 McMullen Booth Road Suite D-3 Clearwater, FL. 33759

- 7.02 The following 7.02 cannot be altered, amended, or repealed by either the shareholders or the Board of Directors of the Corporation, except by a Ninety Five (95%) Percent majority vote of the shareholders:

- 7.02.1 So long as each of the above three Founders/Incorporators or their heirs shall own Five (5%) Percent of the common voting shares of the Corporation, they shall be elected to the Board of Directors of the Corporation and to the Board of Directors of any other related subsidiary Corporation that processes bulk citrus or undertakes the development and commercialization of technology relating to the citrus industry and/or the development of by-products from the citrus processing wastes.
- 7.02.2 If any of the three Founders or their heirs are not employed directly by Highland Citrus Products, Inc. but they are serving on the Board of Directors of the Corporation, in accordance with the above, then they shall each be entitled to a salary for such service. This salary shall be at least Fifty Thousand (\$50,000.00) dollars per annum, as adjusted for inflation per the Consumer Price Index (CPI), on an annual basis, for each Director.
- 7.03 Sale of Stock. Should any of the Founders/Incorporators wish to sell any or all of their shares of stock in the Corporation, they must give the other Founders/Incorporators the first right of refusal, on an equal basis for purchase and distribution of the shares.

## **ARTICLE EIGHT**

### **MANAGEMENT OF THE CORPORATION**

- 8.01 For the management of the business and for the conduct of the affairs of Highland Citrus Products, Inc., and in further definition, limitation and regulation of the powers of the Corporation and of its Directors and Shareholders, it is further provided:
- 8.02 The election of Directors of Highland Citrus Products, Inc. need not be by written ballot.
- 8.03 The Board of Directors of Highland Citrus Products, Inc. is expressly authorized and empowered to make, alter or repeal By-Laws, subject to the power of the shareholders to alter or repeal By-Laws made by the Board of Directors.
- 8.04 With the exception of the three Founders/Incorporators who shall always be on and cannot be removed from the Board of Directors, a director may only be removed from the Board of directors upon good cause being shown and proven. A super-majority vote, instead of a mere majority vote of the shareholders, is required to remove a director.

**ARTICLE NINE**

**LIABILITY OF THE DIRECTORS**

- 9.01 The personal liability of the Directors and the Executive Committee of Highland Citrus Products, Inc. is hereby eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Act Chapter 607, Florida Statutes, as the same may be amended and supplemented.

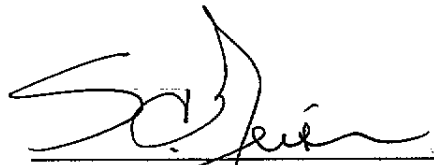
**ARTICLE TEN**


**INDEMNIFICATION**

- 10.01 Highland Citrus Products, Inc. shall indemnify all of its Directors and the Executive Committee, officers, employees and agents to the fullest extent permitted by the provisions of the Florida Business Corporation Act, Chapter 607.0850 Florida Statutes, as amended and supplemented.

**HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT TO ACT IN THIS CAPACITY.**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31<sup>st</sup> day of May, 2001.

  
\_\_\_\_\_  
Stephen C. Reiser  
Incorporator

  
\_\_\_\_\_  
Stephen C. Reiser  
Registered Agent

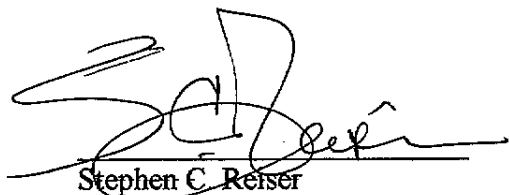
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: **Highland Citrus Products, Inc.**
2. The name and address of the registered agent and office is:

Stephen C. Reiser  
1785 Shower Tree Way  
Wellington, Florida 33414-5837

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Stephen C. Reiser

May 31, 2001

FILED  
01 JUN -5 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA