

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Boca Grande Clam Growers Association

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BOCA GRANDE CLAM GROWERS ASSOCIATION, INC.

The undersigned, being either producers engaged in the production of agricultural products, or cooperative associations thereof, do hereby associate ourselves together for the purpose of forming a cooperative association, with capital stock, under and by virtue of the provisions of Chapter 618 of the Florida Statutes (hereinafter referred to as "The Agricultural Cooperative Act") and having the following Articles of Incorporation.

ARTICLE I

The name of this association shall be Boca Grande Clam Growers Association, Inc.

ARTICLE II

This association is formed for the following purposes and shall have the following powers:

- A. To engage in any and all activities of every description in connection or associated with the growing, producing, manufacturing, preparing, processing, packing, purchasing for resale, marketing, selling, wholesaling, warehousing, storing, handling, hauling, transporting, shipping or in any other way dealing in or with clams, shellfish, seafood, aquiculture products or other products derived in whole or in part there from.
- B. To engage in any and all activities of every description in connection with the development of clams, shellfish, seafood or aquiculture products. To engage in any and all activities of every description in connection or associated with the sale or marketing of clams, shellfish, seafood or aquiculture products.
- C. To engage in any and all activities relating to the marketing, processing or packaging of any products for the benefit of the association's members.
- D. To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest, trade, and deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description for the benefit of the association's members and consistent with its function as an agricultural cooperative.
- E. To borrow money from any source without limitation as to amount of corporate indebtedness or liability, with authority to give any kind or form of obligation or security therefor.
- F. To act as the agent or representative of any person or persons in any of the above-mentioned activities.
- G. To make loans or advances to members and to their members, to nonmember patrons and to nonmember patrons of members, with authority to accept therefor any kind, form or type of obligation with or without security; to purchase, endorse, discount, sell or guaranty the payment of any note, draft bill of exchange, indenture, bill of sale, mortgage or other obligation, the proceeds of which have been advanced or used in the first instance for any of the purposes provided for herein; to discount for or purchase from any association organized under the laws of any state, with or without its endorsement, any note, draft bill of exchange, indenture, bill of sale, mortgage or other obligation, the proceeds of which are advanced or used in the first instance for carrying on any cooperative activity authorized to dispose of the same with or without endorsement.

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H. To purchase or otherwise acquire, to hold, own and exercise all rights of ownership in, and to sell, transfer, pledge or guarantee the payment of dividends or interest on, or the retirement or redemption of, shares of capital stock, bonds or other obligations of any corporation or association, engaged in any directly or indirectly related activity, or in the producing, packing, shipping, handling, warehousing, financing, preserving, processing, manufacturing, utilizing, marketing or selling of any of the products handled by the association, or any by-products thereof.

I. To buy, hold and exercise all privileges of ownership over such real or personal property, as may be necessary or convenient for the conduct and operation of any of the business of the association or incidental thereto.

J. To sell, convey and transfer all of the assets of the association; provided such sale shall be consented to by the holders of not less than two-thirds (2/3) of its common stock, which consent shall be given either in writing or by vote at a Special meeting of its stockholders called for that purpose.

K. To establish, secure, own and develop patents, trademarks and copyrights.

L. To create a capital fund and issue capital fund certificates or credits as provided in the association's by-laws.

M. To do each and everything necessary, suitable or proper for the accomplishment of any one of the purposes, or the attainment of any one or more of the objectives herein enumerated or conducive to or expedient for the interest or benefit of the association, and to contract accordingly; and in addition to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the association is organized or to the activities in which it is engaged, and any other rights, powers and privileges granted by the laws of the State of Florida to corporations for profit, except such as are inconsistent with the express provisions of The Agricultural Cooperative Act, and to do any such thing anywhere.

N. This association shall not, during any fiscal year thereof, deal in or handle products, machinery, equipment, supplies or perform services for and on behalf of nonmembers to an amount greater in value than such as are dealt in, handled or performed by it for and on behalf of its members during the same period.

O. This association shall also have and enjoy each and all of the powers now granted such corporations under said Agricultural Cooperative Act, as well as under the General Corporation Act of the State of Florida, not inconsistent herewith.

ARTICLE III

The principal office of this association within the State of Florida is to be located at 2730 Avenue of the Americas, Englewood, Florida. It may have branch offices at such other places within or without the State of Florida as may be determined by the Board of Directors.

ARTICLE IV

This association shall have perpetual existence unless and until dissolved in the way and manner provided by law.

ARTICLE V

The affairs of this association shall be managed by a Board of not less than eight (8) Directors, to be elected by the stockholders entitled to vote at the time and in the manner provided in the by-laws of this association, such Directors to have such qualifications as may be provided in said by-laws. When a vacancy on the Board of Directors occurs other than by expiration of a term, the remaining members of the Board may, unless otherwise provided in the by-laws, by a majority vote, fill the vacancy.

The names and addresses of those who are to serve as Directors for the first term or until the election of their successors are as follows:

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Name:	Address:
James T. Dixon	P. O. Box 243 Placida, Florida 33946
Larry T. Fulford	8 Pinebreeze Lane Venice, Florida 34293
Robert L. Hill	15 Riverfront Drive Venice, Florida 34293
Willie N. Vickers	11027 Greenway Avenue Englewood, Florida 34224
Stephen B. Goff	9126 Alfred Boulevard Punta Gorda, Florida 33982
Timothy A. Wade	11968 Brookside Avenue Port Charlotte, Florida 33981
Charles K. Gerz	5458 Judith Road Bokeelia, Florida 33922
Plaudis A. Barnhill	10307 SW Jernigan Street Arcadia, Florida 34266

ARTICLE VI

The amount of capital stock of this association shall be Ten Thousand (10,000) shares of common stock of the par value of Ten Dollars (\$10.00) per share.

The common stock of this association shall be held only by producers of agricultural products or cooperative associations of producers of agricultural products, who shall: (1) have a Lease to submerged lands for the growing, harvesting and cultivation of claims or other agriculture; (2) enter into a Membership Agreement with this Association in the form prescribed by the Board of Directors; and (3) utilize the services of this association in the manner and to the extent designated in the bylaws or determined by the Board of Directors. Only the holders of said common stock shall be regarded as members of the association and all such members shall each be obliged to subscribe and pay for one share of said stock. All of the voting power of the association shall be vested in the holders of said common stock and each member shall be entitled to one (1) vote at all member-stockholder meetings regardless of the number of shares of stock actually held by each member.

No dividends shall be paid on the common stock of the association.

In the event of liquidation or dissolution of the association in any manner, all outstanding indebtedness of the association shall first be paid, then all outstanding allocated capital equities in the association (however evidenced) shall be retired in full or on a pro rata basis without priority. Thereafter, all common stock of the association shall be retired at par in full or on a pro rata basis. After payment of all of the foregoing, any and all remaining funds shall be paid to stockholders of the association at the time of liquidation in proportion to each stockholder's total patronage with the association.

ARTICLE VII

At all meetings of the stockholders of the association, any and all questions and matters shall be voted upon the basis of each stockholder having one (1) vote regardless of the number of shares of common stock held. Stockholders holding stock and entitled to vote shall have the right to do so by written proxy. Cumulative voting shall not be

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permitted. Members of the association entitled to cast a majority of all votes entitled to be cast, present in person or by written proxy, shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The Directors shall elect from their own number a president who shall preside at all meetings of the Board. They shall also elect an executive vice president who shall be the chief executive officer of the association, one or more vice presidents, a secretary, a treasurer, and such other officers as may be provided in the by-laws, none of whom need be a Director or stockholder.

All officers shall hold office during the pleasure of the Board of Directors and shall have such powers and duties as may be conferred upon them by law and the by-laws.

ARTICLE IX

This association shall adopt for its government and management a code of by-laws not inconsistent with these Articles or the powers granted by applicable laws. A majority vote of a quorum of the members attending a meeting, of which notice of the proposed by-law or by-laws shall have been given, shall be sufficient to adopt or amend such by-laws.

ARTICLE X

The capital stock of this association shall be transferable only at the office of the association and on its books, and only when the holder of such capital stock shall not be indebted to the association. Such stock may be transferred only to a producer of agricultural products or a cooperative association of producers of agricultural products who shall have been approved by the Board of Directors for membership and who shall have subscribed to the by-laws of this association and otherwise conformed to the qualifications as established in these Articles and the by-laws or by the Board of Directors. Whenever any stockholder holding common stock of this association shall cease to be a producer of agricultural products, or cooperative association of producers of agricultural products, or shall fail to comply with these Articles, the by-laws or with any contract with the association, the voting power of such stockholder shall immediately and automatically be suspended until such time as the Directors shall find by a majority vote that such stockholder is again qualified under these Articles of Incorporation. The property right of any such stockholder shall not in such case be affected by such suspension of his voting power, except that the Directors of this association may call in and retire at par value the common stock theretofore issued and held by said stockholder.

ARTICLE XI

These Articles of Incorporation may be altered or amended at any annual meeting of the stockholders entitled to vote, or at any Special meeting called for the purpose in the way and manner provided by applicable provisions of law.

ARTICLE XII

The initial street address of the registered office of the corporation in the state of Florida is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Peter G. Latham.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation are here subscribed by the undersigned Incorporators on this 24th day of August, 2001.


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GRONEK & LATHAM, LLP

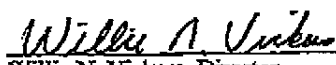
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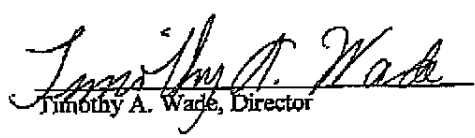

James T. Dixon, President


Larry T. Fulford, Vice President


Robert L. Hill, Secretary/Treasurer


Willie N. Vickers, Director


Stephen B. Goff, Director


Timothy A. Wade, Director


Charles K. Gerz, Director


Paulis A. Barnhill, Director

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STATE OF FLORIDA

COUNTY OF Charlotte

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared James T. Dixon, Larry T. Fulford, Robert L. Hill, Willie N. Vickers, Stephen B. Goff, Timothy A. Wade, Charles K. Gerz and Plaudis A. Barnhill. Personally known to me known to be the persons described in and who executed the foregoing and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid 24th day of August 2001.

Lamona Todd
NOTARY PUBLIC

My Commission Expires: 8/16/2004

[NOTARIAL SEAL]



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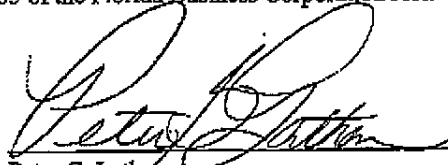
GRONEK & LATHAM, LLP

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, PETER G. LATHAM, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.



Peter G. Latham

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