

Division of Corporations

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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

All-Florida Citrus Growers Association, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
ALL-FLORIDA CITRUS GROWERS ASSOCIATION, INC.**

The undersigned 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
NAME**

The name of this Association shall be ALL-FLORIDA CITRUS GROWERS ASSOCIATION, INC.

**ARTICLE II
PURPOSE AND POWERS**

A. This Association's primary purpose shall be to market the agricultural products of its members.

B. This Association shall have the all powers conferred upon an entity formed under Chapter 618 of the Florida Statutes, as amended from time to time; provided the same are utilized primarily to accomplish the purpose of the Association set forth in Section A of this Article II.

**ARTICLE III
PRINCIPAL OFFICE/REGISTERED AGENT**

The principal office of this Association within the State of Florida is to be located in Lake County, Florida, with a mailing address of Post Office Box 230, Umatilla, Florida 32784. 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.

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.

**ARTICLE IV
DURATION**

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

ARTICLE V
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) 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:

Name:	Address:
John H. Naugle	Post Office Box 11248 Tampa, Florida 33680
Jim Powell	2008 Capri Road Valrico, Florida 33594
Monroe Arnold	14627 Northwest 34 th Terrace Okeechobee, Florida 34972
Rex Clonts	2702 Lust Road Apopka, Florida 32703

ARTICLE VI
CAPITAL STOCK

The amount of capital stock of this Association shall be Ten Thousand (10,000) shares of common stock of the par value of Fifty Dollars (\$50.00) 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 as defined by Florida Statute Chapter 618, who shall meet the qualifications set forth in the by-laws of the Association from time to time. 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 share(s) of said stock as prescribed in the by-laws of the Association. 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 **SHAREHOLDER MEETINGS**

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 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 **OFFICERS**

The Directors shall elect from their own number a president who shall preside at all meetings of the Board. They shall also elect 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 **BY-LAWS**

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 which may only be amended as provided therein.

ARTICLE X **LIMITATION ON TRANSFER OF STOCK**

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

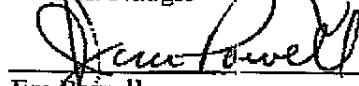
cooperative association of producers of agricultural products who shall have been approved by the Board of Directors for membership and who shall have subscribed for membership, all in accordance with the qualifications and requirements set forth in the By-Laws of this Association. Whenever any stockholder 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 Board of Directors shall find, by a majority vote, that such stockholder is again qualified. The property right of any such stockholder shall not in such case be affected by such suspension of his voting power, except that the Board of Directors of this Association may call in and retire at par value the common stock theretofore issued and held by said stockholder.

ARTICLE XI
ALTERATIONS AND AMENDMENTS

These Articles of Incorporation may be altered or amended at any annual meeting of the stockholders or at any Special meeting called for the purpose, but in either case only upon the affirmative vote of at least sixty-six percent (66%) of members entitled to vote in the manner provided by applicable provisions of law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation are herein below subscribed by the undersigned Incorporators on this day of November, 2001.


John H. Naugle


Jim Powell


Monroe Arnold


Rex Clonts

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STATE OF FLORIDA

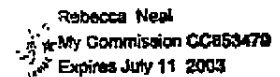
COUNTY OF Orange

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared John Naugle, 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 this 27th day of November, 2001.

Rebecca Neal
NOTARY PUBLIC

My Commission Expires:



[NOTARIAL SEAL]

STATE OF FLORIDA

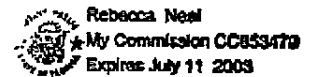
COUNTY OF Orange

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Jim Powell, 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 this 27th day of November, 2001.

Rebecca Neal
NOTARY PUBLIC

My Commission Expires:



[NOTARIAL SEAL]

STATE OF FLORIDA

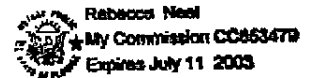
COUNTY OF Orange

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Monroe Arnold, 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 this 27th day of November, 2001.

Rebecca Neal
NOTARY PUBLIC

My Commission Expires:



[NOTARIAL SEAL]

STATE OF FLORIDA

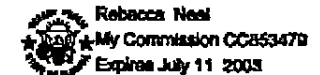
COUNTY OF Orange

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Rex Clonts, 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 this 27th day of November, 2001.

Rebecca Neal
NOTARY PUBLIC

My Commission Expires:



[NOTARIAL SEAL]

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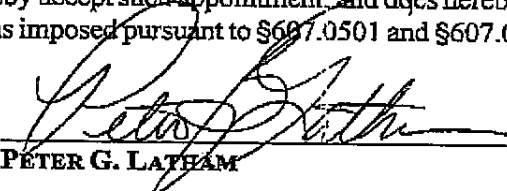
GRONEK & LATHAM, LLP

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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 he 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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