

P02000020653

C. B. MYERS III, P. A.

ATTORNEY AT LAW

P. O. Box 1410
Lake Wales, FL 33859-1410

(863) 679-5337 • FAX (863) 679-5215

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 20 AM 9:50

February 19, 2002

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

800004961948--1
-02/20/02--01078--002
*****78.75 *****78.75

Re: Filing Articles of Incorporation

Please find enclosed Articles of Incorporation of Gilbert A. Higgins Ranch and Citrus, Inc. to be filed with the Department of State. I have enclosed a check in the amount of \$ 78.75 to cover the filing costs as follows: \$35.00 to file the Articles; \$35.00 for the Registered Agent Designation and \$8.75 for a Certified copy.

Upon recording, please return the documents in the self addressed, stamped envelope enclosed.

If you have any questions, please feel free to contact me at your convenience.

Sincerely,

Deborah Partlow

Deborah Partlow
Assistant to C. B. Myers III

2-25-02
WC

**ARTICLES OF INCORPORATION
OF
GILBERT A. HIGGINS RANCH AND CITRUS, INC.
(a corporation for profit)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 20 AM 9:50

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is **GILBERT A. HIGGINS RANCH AND CITRUS, INC.**

**ARTICLE II
DURATION**

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III
PURPOSES AND POWERS**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "common shares". Said stock shall be issued as "small business corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

**ARTICLE V
PRINCIPAL OFFICE**

The address of the principal office is 4910 Lake Pierce Drive, Lake Wales, FL 33898 and the mailing address of the corporation shall initially be P.O. Box 432, Lake Wales, FL 33859-0432..

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 4910 Lake Pierce Drive, Lake Wales, FL 33898, and the name of its initial registered agent at that office is Helen R. Higgins.

**ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, vice president, a secretary and a treasurer, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the person who shall serve as officers of the corporation until the first election of officers by the board of directors is as follows:

President/	Gilbert A. Higgins 4910 Lake Pierce Drive Lake Wales, FL 33898
------------	--

Secretary/Treasurer:	Helen R. Higgins 4910 Lake Pierce Drive Lake Wales, FL 33898
----------------------	--

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be one. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name, and address of the person who shall serve as the initial board of directors is as follows:

Gilbert A. Higgins
4910 Lake Pierce Drive
Lake Wales, FL 33898

Helen R. Higgins
4910 Lake Pierce Drive
Lake Wales, FL 33898

ARTICLE XI
NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Gilbert A. Higgins
4910 Lake Pierce Drive
Lake Wales, FL 33898

ARTICLE XII
BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

**ARTICLE XIII
MEETINGS OF THE SHAREHOLDERS**

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

**ARTICLE XIV
QUORUM AT SHAREHOLDERS' MEETING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.


**ARTICLE XV
AMENDMENT OF ARTICLES**

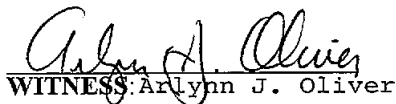
The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 15th day of February, 2002.

Signed, sealed and delivered
in the Presence of:


WITNESS: Becky Shriver Gaston

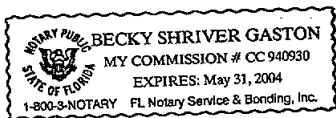

GILBERT A. HIGGINS
as Incorporator



WITNESS: Arlynn J. Oliver

**STATE OF FLORIDA
COUNTY OF POLK**

The foregoing Articles of Incorporation was acknowledged before me this 15th day of February, 2002, by **Gilbert A. Higgins**, who is personally known to me.

(SEAL)




Printed Name: Becky Shriver Gaston
Notary Public, State of Florida

My Commission Expires:
May 31, 2004

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent, and state that I am familiar with, and accept, the obligations provided for registered agents in the Florida Business Corporation Act.

Dated: 2/15/02

Helen R. Higgins
HELEN R. HIGGINS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 FEB 20 AM 9:50