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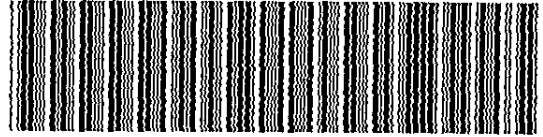
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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JANA ANDREWS & ASSOCIATES

A PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

2807 W. BUSCH BOULEVARD
SUITE 202
TAMPA, FLORIDA 33618

(813) 932-8499

FAX (813) 932-8703

August 20, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of J & D PRODUCE EAST, INC.

Dear Sir or Madam:

Please find enclosed the following documents with regard to the above corporation:

1. Two (2) originals of the Articles of Incorporation - one for filing with the State, and the other for certification and return to the address contained on this letterhead.

2. An original and one copy of the Certificate Designating Registered Agent.

3. Check made payable to the Secretary of State in the amount of \$78.75 to cover the following costs:

a. Filing Fee	\$35.00
b. Certified copy	8.75
c. Registered Agent designation	<u>35.00</u>
Total	<u>\$78.75</u>

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Sincerely,


Jana Andrews

JA/vr
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

J & D PRODUCE EAST, INC.

**ARTICLE I
NAME**

The name of the corporation is J & D PRODUCE EAST, INC.. The mailing address of the corporation is P.O. Box 1548, Edinburg, Texas 78540 and the principal address of the corporation is 6951 Land o' Lakes Boulevard, Land o' Lakes, Florida 34639.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes: to engage in the business of growing, producing and selling produce; to engage in any activity or business incidental to or related to the above purpose; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 6951 Land o' Lakes Boulevard, Land o' Lakes, Florida 34639, and the name of the initial Registered Agent of the Corporation at that address is Frederick Jamroz.

ARTICLE VI INCORPORATOR

The name and address of the person signing these Articles of Incorporation is James V. Bassetti, 7310 N. Expressway 281, Edinburg, Texas 78541.

ARTICLE VII BYLAWS

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

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE IX
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of August, 2003.



JAMES V. BASSETTI, Incorporator
and Subscriber

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That J & D PRODUCE EAST, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 6951 Land o' Lakes Boulevard, Land o' Lakes, Florida 34639, has named Frederick Jamroz, located at 6951 Land o' Lakes Boulevard, City of Land o' Lakes, County of Pasco, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By: *Frederick Jamroz*
FREDERICK JAMROZ
REGISTERED AGENT

Date: August 14, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA