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04 JAN 14 AM 7:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DB 1/26

## TRANSMITTAL LETTER

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

SUBJECT: FinAgri NA, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status

**ADDITIONAL COPY REQUIRED**

FROM: Douglas E. Arend  
Name (Printed or typed)

Henderson & Lyman, 175 W. Jackson Blvd., Suite 240  
Address

Chicago, Illinois 60604  
City, State & Zip

(312) 986-6960  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

## ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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TALLAHASSEE, FLORIDA

### ARTICLE I NAME

The name of the corporation shall be:

FinAgri NA, Inc.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

195 Wekiva Springs Road  
Suite 200  
Longwood, Florida 32709

### ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To conduct any lawful business, to exercise any lawful purpose and power, and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as amended.

### ARTICLE IV SHARES

The number of shares of stock is:

1,000 shares of common stock, no par value  
100 shares of preferred stock, no par value

### ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Omitted.

### ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Mr. Edward Waller  
195 Wekiva Springs Road, Suite 200  
Longwood, Florida 32709

### ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Douglas E. Arend, 175 West Jackson Blvd., Suite 240, Chicago, Illinois 60604

### ARTICLE VIII

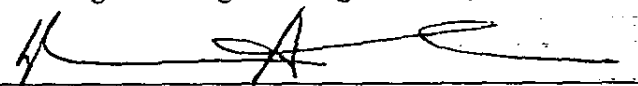
Additional Provisions Continued on Continuation Sheet attached.

\*\*\*\*\*

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 and agree to act in this capacity

  
\_\_\_\_\_  
Signature/Registered Agent

1/6/03  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

12-26-2003  
\_\_\_\_\_  
Date

FINAGRI NA, INC.  
ARTICLES OF INCORPORATION  
CONTINUATION SHEET

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII – OTHER PROVISIONS

A. The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of the Corporations.

B. Elections of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

C. The Corporation shall indemnify any and all persons whom it has the power to indemnify under the Florida Business Corporation Act, as amended (the "Act") against any and all expenses, judgments, fines, amounts paid in settlement, and any other liabilities to the fullest extent permitted by the Act and may, at the discretion of the Board of Directors, purchase and maintain insurance, at its expense, to protect itself and such persons against any such expense, judgment, fine, amount paid in settlement or other liability, whether or not the Corporation would have the power to do so indemnify such person under the Act.

D. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 607.0831 and 607.0834 of the Act, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this provision by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.