

P05000123688

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(Business Entity Name)

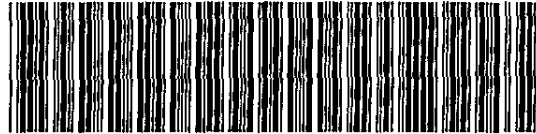
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05 SEP -9 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/9/05
BWK

WDS-26428

TRANSMITTAL LETTER

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

SUBJECT: ORLAMP CITRUS, 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
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

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

ADDITIONAL COPY REQUIRED

FROM: KERMIT A. WEEKS
Name (Printed or typed)

1400 BROADWAY BLVD., S.E.
Address

POLK CITY, FLORIDA 33868
City, State & Zip

(863) 984-3500
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 26, 2005

KERMIT A. WEEKS
1400 BROADWAY BLVD SE
POLK CITY, FL 33868

SUBJECT: ORLAMP CITRUS, INC.
Ref. Number: W05000026428

We have received your document for ORLAMP CITRUS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6840.

Bruce W Kitchens
Document Specialist
New Filings Section

Letter Number: 005A00037956

**ARTICLES OF INCORPORATION
OF
ORLAMP CITRUS, INC.**

FILED

05 SEP -9 PM 2: 06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to form a corporation under the provisions of Chapter 607 of the Florida Statutes, and all Acts amendatory thereto, hereby make, subscribe and acknowledge before a Notary Public and file with the Department of State of Florida, Articles of Incorporation, as follows:

ARTICLE I: NAME

The name of the corporation shall be:

Orlampa Citrus, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

1400 Broadway Blvd., S.E.
Polk City, Florida 33868

ARTICLE III: PURPOSE AND POWERS

The general nature of the business or businesses to be transacted by this corporation shall be:

- (1) To engage in any activity or transact any business permitted under the laws of the United States and of the State of Florida.
- (2) To make and enter into all kinds of contracts, agreements and obligations by or with any person or person, entity or entities, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as a principal or agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom, or incidental thereto; to act as agent or representative of corporations, firms, entities and individuals.
- (3) To buy, sell, deal in, lease, hold, subdivide, improve and develop real property; to establish subdivisions, towns, cities and villages and to dedicated lands for ways, roads, streets, alleys, sidewalks, parkways, parks and other purposes; and to engage in, conduct and carry on any business or undertaking for the improvement of property owned by the corporation or in which it may have an interest; to build, purchase, take, receive, lease or otherwise acquire, own, hold, use, maintain, alter, repair and improve, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of buildings,

structures, works, and improvements of all kinds; to plan, establish, furnish, decorate, equip, improve, maintain, lease, sublease, sell, convey, exchange, and transfer space, offices, rooms, suites and apartments; and to manufacture, purchase, or otherwise acquire, own, use, install, maintain, repair, operate and deal in and with, and sell, mortgage, pledge, lease or otherwise dispose of fixtures, improvements and furnishings of all kinds.

(4) To undertake and aid any enterprise and carry out any transactions whatsoever that may be lawfully undertaken and carried out in a general financial business and general financial operations of all kinds so far as the same are not prohibited by the laws of the State of Florida against the exercise of banking powers by corporations; to lend money and to take notes, open accounts, or other similar evidences of debt, and collateral security therefor, and to give credit, lend and advance money to such persons, corporation, partnerships, trust companies, associations and entities as may be deemed advisable by this corporation; upon such terms and securities as may seem expedient to this corporation.

(5) To purchase, hold, sell, assign, transfer, mortgage, sell short, pledge, or otherwise dispose of and encumber the shares of capital stock of, or any bonds, securities or indebtedness of or created by any other corporation or entity of any jurisdiction whatsoever, and while the owner of such security and indebtedness to exercise all the rights, powers and privileges of ownership including without limitation any right to vote; to trade on margin.

(6) To purchase, or otherwise acquire, directly or through ownership of stock in any corporation, or through ownership of any type of interest in any entity, all or part of the business, goodwill, rights, property and assets of all kinds, of any corporation, entity, association, partnership, or individual, and to pay for the same in cash, with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased; and to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the said Florida Statutes and any Acts amendatory thereto, and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

(7) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of this corporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgages, pledge, or otherwise, or unsecured, for money borrowed, or for property purchased or acquired, or for any other lawful objects.

(8) To guarantee the obligations of any other entity or person and to encumber the property of this corporation as security for such guarantee.

(9) To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding, for the purpose of any stockholders' quorum or vote.

(10) To make donations for the public welfare or for charitable, scientific, or educational purposes; to pay pensions and establish various incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries; to be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(11) To have and to exercise, in addition to any powers enumerated above, all other powers provided by law; and to have and to exercise each and every one of its powers as though it were also a purpose and object of this corporation.

ARTICLE IV: DURATION

The corporation shall have perpetual existence.

ARTICLE V: AUTHORIZED SHARES

The number of authorized shares of stock outstanding at any one time shall be:

One thousand (1000) shares of common stock of the par value of \$1.00 per share.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent is:

Kermit A. Weeks
1400 Broadway Blvd., S.E.
Polk City, Florida 33868

ARTICLE VII: BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be One (1). The number of directors may be either increased or diminished (but never to less than one) from time to time in the manner provided in the By-Laws.

The name and address of each member of the first Board of Directors of the corporation is as follows:

Kermit A. Weeks
1400 Broadway Blvd., S.E.

Polk City, Florida 33868

No contract or other transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

ARTICLE VIII: OFFICERS

The names and street address of the Officers of the corporation are as follows:

Kermit A. Weeks, President & Secretary/Treasurer
1400 Broadway Blvd., S.E.
Polk City, Florida 33868

Jesse Douthit, Vice President
1400 Broadway Blvd., S.E.
Polk City, Florida 33868

ARTICLE XI: NAMES AND ADDRESSES OF INCORPORATOR

The name and street address of each Incorporator is as follows:

Kermit A. Weeks
1400 Broadway Blvd., S.E.
Polk City, Florida 33868

ARTICLE IX: CAPITAL

The amount of capital with which this corporation shall begin business shall be over \$100.00.

ARTICLE X: MANAGEMENT OF THE CORPORATION'S AFFAIRS

The business and affairs of this corporation shall be conducted by a President & Secretary/Treasurer, and a Board of Directors of not less than one (1) in number. The number of directors may be either increased or diminished (but never to less than one) from time to time in the manner provided in the By-Laws or Resolutions of the Stockholders to any number compatible with the law; and other offices may in the same manner be created, filled and established.

The Directors of said corporation shall be elected by the Stockholders at each annual meeting. The annual meeting of the Stockholders shall be held on the first Tuesday in September of each year. Any Stockholders' meeting may be held any time when a quorum of Stockholders are present and request such meeting to be held. The date of the annual meeting may be changed by the By-Laws or Resolution of the Board of Directors adopted at any time by

the Board of Directors at a meeting held immediately following each annual meeting of the Stockholders. New offices may be created or vacancies filled by the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law any officer or director in office when such indemnity is requested and may similarly indemnify any former officer or director.

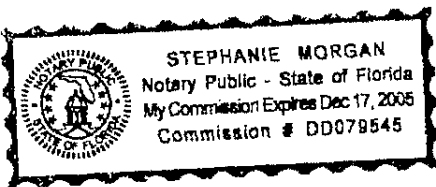
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of September, 2005.



KERMIT A. WEEKS, INCORPORATOR

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.


KERMIT A. WEEKS, REGISTERED AGENT

The foregoing instrument was acknowledged before me this 2nd day of September, 2005 by KERMIT A. WEEKS, the registered agent and incorporator executing the foregoing Articles of Incorporation.




NOTARY PUBLIC, State of Florida at Large