

P06000155373

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

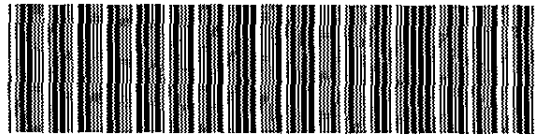
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700082239387

Effective Date

Jan 1, 2007

RECEIVED
06 DEC 20 AM 11:11
STATE
REGISTRARS
TALLAHASSEE, FLORIDA

FILED
06 DEC 20 AM 10:47
TALLAHASSEE, FLORIDA

12/21



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 677245 7332607

AUTHORIZATION

COST LIMIT : \$ 78.75

ORDER DATE : December 20, 2006

ORDER TIME : 10:21 AM

ORDER NO. : 677245-005

CUSTOMER NO: 7332607

DOMESTIC FILING

NAME: AG RESOURCE, INC.

Effective: January 1, 2007

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
Ag Resource, INC.

FILED
06 DEC 20 AM 10:47
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, DENNIS L. SUTTON and JON WEISWASSER, desire to become a body corporate and, as incorporators, do hereby make and file these Articles of Incorporation for a proposed corporation in pursuance of the laws of the State of Florida, and to that end, hereby declare and affirm:

Effective Date

Jan 1, 2007

ARTICLE I:

The name and address of this corporation shall be Ag Resource, INC., 2007 74th Street NW., Bradenton, Florida 34209, and shall become effective on January 1, 2007.

ARTICLE II:

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, including, but not limited to the rendering of services customarily involved in the purchase, sale and distribution of agriculturally related materials and supplies;

to acquire or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to these purposes, and to take up any business, similar to or incidental to the business in which this corporation is engaged, as a going concern or otherwise;

to act as agent or representative for corporations, associations, firms and individuals;

to borrow money, to give its promissory notes or other evidences of indebtedness therefor, for any of the purposes of the corporation;

to make By-Laws and regulations not inconsistent with the constitution or laws of the United States, or of this State, or of the Articles of Incorporation of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as

to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law;

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause, shall, except where otherwise expressly stated, be in no way limited or restricted by reference to or inference from the terms of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

Anything to the contrary herein, hereinabove, or hereinafter, any provisions in these Articles of Incorporation that would disallow the corporation from electing S corporation status under the relevant section(s) of the Internal Revenue Code shall, if such election is sought by the shareholders and corporation, be deemed null and void.

ARTICLE III:

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with no par value. The consideration to be paid for each share shall be fixed by the Board of Director(s).

ARTICLE IV:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V:

The corporation shall exist perpetually unless sooner dissolved as authorized by law.

ARTICLE VI:

The initial Registered Agent of this corporation is DENNIS L. SUTTON, and the initial registered office shall be 2007 74th Street NW, Bradenton, FL 34209. The Board of Directors may from time to time change the Registered Agent and registered office of the corporation.

ARTICLE VII:

The business of this corporation shall be conducted by the following officers: a President, Vice-President and Secretary/ Treasurer. The Board of Directors shall consist of not less than one nor more than five members. Other officers may be authorized and elected as the Board of Directors may determine from time to time are needed. Officers and Directors need not be stockholders in the corporation. The number of members of the Board of Directors shall be fixed from time to time by the By-Laws of the corporation, and until so fixed shall consist of two(2), persons. Any two offices may, at the same time, be held by one and the same person unless prohibited by law. The Directors shall be elected at the annual stockholders' meeting. The officers shall be elected by the Directors following the annual meeting of stockholders of said corporation; the date of the meeting and place thereof may be fixed or changed from time to time by By-Laws of said corporation as shall be determined by the Board of Directors at any regular meeting or at any special meeting at which all Directors are present; and the By-Laws of said corporation may be adopted and amended by said Board of Directors, provided all are present or consent thereto or previous reasonable notice has been given. Directors' meetings may be held out of the State of Florida by unanimous consent of the Directors. The name and street address of the members of the first Board of Directors are as follows:

NAME: ADDRESS:

DENNIS L. SUTTON 2007 74TH Street NW
Bradenton, FL 34209

JON WEISWASSER 1577 Hagysford Rd.
Narberth, PA 19072

ARTICLE VIII:

The names and post office addresses of the incorporators and stockholders are as follows:

DENNIS L. SUTTON 2007 74TH Street NW
Bradenton, FL 34209

JON WEISWASSER 1577 Hagysford Rd.
Narberth, PA 19072

ARTICLE IX:

The original incorporators of this corporation shall have the right, after organization, to assign the subscription of stock herein to any other person or persons who may hereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators and assume and carry out all of the right, liabilities, and duties entailed by said subscription, subject to the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the original subscribers of the capital stock herein named, do certify that they are of full age and competent to contract and that the Directors named are of full age and citizens of the United States of America.

For the purpose of forming the proposed corporation above named to do business both within and without the State of Florida, and in pursuance of the general corporation law of Florida, we do make and file this agreement, hereby declaring and certifying that the matters above stated are true and, accordingly, have hereunto set our hands and seals this 15th day of

DECEMBER, A.D., 2006.


DENNIS L. SUTTON

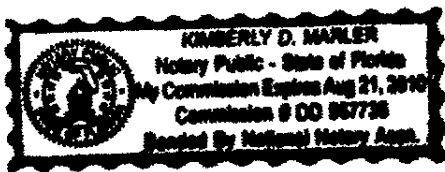
~~JON WEISWASSER~~

STATE OF FLORIDA

COUNTY OF MANATEE

I HEREBY CERTIFY that on this 14th day of December, A.D., 2006, before me, a Notary Public, personally appeared DENNIS L. SUTTON, who is personally known to me, and known to me to be the person described in and who subscribed his name to the above and foregoing Articles of Incorporation, and he acknowledged that he executed the same for the uses and purposes therein stated.

IN TESTIMONY WHEREOF, witness my hand and official seal in the County and State aforesaid the day and year above written.



Kimberly D. Marler
Notary Public
Print Name: _____
My Commission Expires: _____

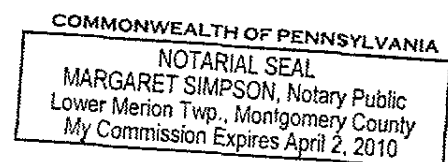
STATE OF PA

COUNTY OF MONTGOMERY

I HEREBY CERTIFY that on this 15 day of December, A.D., 2006, before me, a Notary Public, personally appeared JON WEISWASSER, who is personally known to me, and known to me to be the person described in and who subscribed her name to the above and foregoing Articles of Incorporation, and she acknowledged that she executed the same for the uses and purposes therein stated.

IN TESTIMONY WHEREOF, witness my hand and official seal in the County and State aforesaid the day and year above written.

Margaret Simpson
Notary Public
Print Name: MARGARET SIMPSON
My Commission Expires: _____

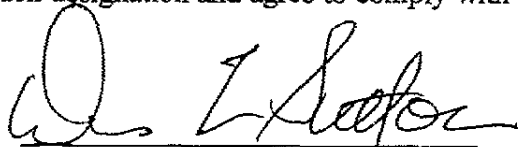


REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 607, Florida Statutes, the following is submitted:

DENNIS L. SUTTON and JON WEISWASSER, the original incorporators of the proposed corporation, Ag Resource, INC., which shall have its registered office at 2007 74th Street NW, Bradenton, Florida 34209, have named DENNIS L. SUTTON, of 2007 74th Street NW, Bradenton, Florida 34209, to serve as Registered Agent for the said corporation, such designation becoming effective as of the date of the approval of the Articles of Incorporation filed herewith.

Having been designated to accept service of process for the above-referenced corporation, at the address indicated in this Certificate, I hereby accept such designation and agree to comply with the State laws relating to such office.


DENNIS L. SUTTON

FILED
06 DEC 20 AM 10:48
CLERK OF STATE
TALLAHASSEE, FLORIDA