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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 JUN 30 P 2:02

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JUN 30 2008  
D. A. WHITE

**David H. Galloway, P.A.**

*Attorney at Law*

506 North Alexander Street

Post Office Box 848

Plant City, Florida 33564-0848

Phone: (813) 754-3438

Fax: (813) 754-7759

June 25, 2008

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

Re: John Kirk Griffin Farms, Inc.

Gentlemen:

Please find enclosed original and one copy of Articles of Incorporation of John Kirk Griffin Farms, Inc., which we would appreciate your filing in your records.

Also enclosed is my check for \$78.75 to cover the following costs:

|                              |          |
|------------------------------|----------|
| Filing fee                   | \$ 35.00 |
| Registered Agent Designation | \$ 35.00 |
| Certified copy               | \$ 8.75  |
| Total                        | \$ 78.75 |

Please return a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,

DAVID H. GALLOWAY, P. A.

By

  
David H. Galloway

Enclosures

Dhg\corp\Griffin, John Kirk Farms-ltr to file Articles

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JOHN KIRK GRIFFIN FARMS, INC.

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby determines to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be JOHN KIRK GRIFFIN FARMS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

(a) To engage in the production and sale of agricultural commodities and to conduct all activities incident and related to such business.

(b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries. To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of

indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory, county or municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(g) To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation, or reorganization of corporations, partnerships, or associations engaged in any lawful business enterprise.

(h) To make, enter into, and carry out any arrangements which may be deemed to be for the benefit of the Corporation, with any corporation or entity, individual or government, domestic or foreign; to acquire stocks, powers, rights, privileges, franchises, guarantees, grants, and concessions; to hold, own, exercise, dispose of, and realize upon the same, and to undertake and prosecute any business dependent thereon; and to cause to be formed or promote the formation of any corporation, association, or organization of any kind, domestic or foreign, for any purpose.

(i) To lend money on time or call and with or without collateral security, and to give credit and to foreclose on any property taken by the Corporation as collateral security for any loans.

(j) To cause or to allow the legal title, and/or any estate, right, or interest in any property, whether real, personal, or mixed, owned, acquired, controlled, or operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, or corporation, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees

of this Corporation, or upon any other terms or conditions, which the Board of Directors may consider for the benefit of the Corporation.

(k) To undertake, conduct, assist, promote, and participate in every kind of commercial, industrial, agricultural, manufacturing, mercantile, or mining enterprise, business, undertaking, venture, or operation anywhere.

(l) To purchase, hold, retire, sell, and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of capital, and provided further that its own shares of capital stock belonging to it shall not be voted directly or indirectly.

(m) To act as agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(n) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

(o) To purchase or otherwise acquire, own, hold, mortgage, sell, exchange, or otherwise dispose of and deal in any real estate and personal property; subject only to the laws of the jurisdiction where the same may be located.

(p) To build, erect, construct, purchase, hire, or otherwise acquire, own, hold or lease and operate factories, offices, houses, machinery, plants, and all other things of whatsoever kind and

nature, in any part of the world, useful or advisable in connection with any objective herein set forth.

(q) To apply for, obtain, register, or otherwise deal with any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes without limitation.

(r) To carry on any other business, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated to enhance the value of the corporation's property or rights.

(s) To do any and all things hereinbefore enumerated for itself or others, and to make and perform contracts for any undertakings; to have and exercise all of rights and powers now or hereafter conferred by the laws of the State of Florida, and to do anything to the same extent as natural persons could do.

(t) The foregoing enumerated objectives, purposes, and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights, and privileges granted by the State of Florida.

### ARTICLE III. CAPITAL STOCK

The authorized capital of this Corporation shall be One Thousand (1,000) shares of One and no/100 (\$1.00) Dollar(s) par value, to be known as common stock payable in lawful money of the United States of America, said stock to be fully paid and non-assessable. Said stock shall be issued in units of one share or multiples thereof.

Subject to the provisions of the corporation laws of the State of Florida, this Corporation may enter into contracts with any party, natural or otherwise, including its Stockholders, for or relating

to the sale and/or purchase of any number of shares of the capital stock of this Corporation, whether then held by the Corporation or by its said Stockholders, on such terms and conditions as may be necessary, in the opinion of the Board of Directors of said Corporation.

#### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Five Hundred and no/100 (\$500.00) Dollar(s).

#### ARTICLE V. TERM OF EXISTENCE

This Corporation shall be authorized to commence business upon the filing of these Articles of Incorporation and shall exist perpetually.

#### ARTICLE VI. ADDRESS

The initial address of the principal office of this Corporation in the State of Florida is: 506 N. Alexander St., Plant City, Florida 33563. The mailing address of the Corporation in the State of Florida is: P.O. Box 848, Plant City, Florida 33564. The Board of Directors from time to time may move the principal office to any other address in Florida.

#### ARTICLE VII. DIRECTORS

This Corporation shall have not less than one (1) Director; however, the number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders. Upon an increase in the number of Directors, the additional directorships so created may be filled in the first instance in the same manner as a vacancy in the Board of Directors.

ARTICLE VIII. INITIAL DIRECTOR

The name and post office address of the first member of the Board of Directors is:

John Kirk Griffin  
P.O. Box 1838  
Plant City, Florida 33564.

ARTICLE IX. INCORPORATOR

The name and post office address of the Incorporator is:

John Kirk Griffin  
P.O. Box 1838.  
Plant City, Florida 33564

ARTICLE X. DUPLICATE CERTIFICATES

Duplicate certificates of stock may be issued pursuant to this charter for such stock as may have been lost or destroyed, together with a bond of indemnity with satisfactory security if determined by the Board of Directors of the Corporation, conditioned upon loss in consequence of issue of said duplicate certificate.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended from time to time in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.



ARTICLE XII. REGISTERED AGENT AND OFFICE

In compliance with Chapters 48 and 607, Florida Statutes, does hereby designate David H. Galloway as its registered agent, and the office of the Corporation located at 506 N. Alexander St., Plant City, Florida 33563 as its registered office.



By: David H. Galloway

EXECUTION By INCORPORATOR

WHEREFORE, I have executed these Articles of Incorporation as the Incorporator this 20<sup>th</sup> day of June, 2008, at Plant City, Florida.



JOHN KIRK GRIFFIN

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged under oath before me this 20<sup>th</sup> day of June, 2008, by John Kirk Griffin, the person named in the foregoing Articles of Incorporation as Incorporator, who has produced his Florida Driver's License as personal identification.

**MAMIE LEE WEST**  
Notary Public, State of Florida  
My comm. exp. July 12, 2010  
Comm. No. DD 570087



Name:  
Notary Public, State of Florida  
My commission expires:

ACKNOWLEDGMENT By Registered Agent:

Having been named as registered agent of the foregoing JOHN KIRK GRIFFIN FARMS, INC., I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.

  
David H. Galloway

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA