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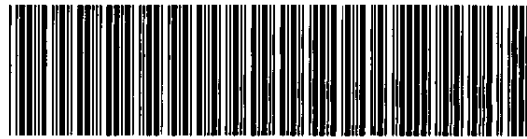
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# Collins, Brown, Caldwell, Barkett & Garavaglia

CHARTERED  
ATTORNEYS AT LAW

756 BEACHLAND BOULEVARD, VERO BEACH, FLORIDA 32963  
POST OFFICE BOX 64-3686, VERO BEACH, FL 32964-3686

TELEPHONE: 772-231-4343 • FACSIMILE: 772-234-5213  
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WILLIAM W. CALDWELL, OF COUNSEL  
STEVEN L. HENDERSON, OF COUNSEL\*

†BOARD CERTIFIED CONSTRUCTION LAW  
\*BOARD CERTIFIED REAL ESTATE  
\*\*MASTER OF LAWS TAXATION  
\*\*\*MASTER OF LAWS REAL PROPERTY DEVELOPMENT  
▲ALSO ADMITTED IN AR  
△ALSO ADMITTED IN DC AND SC  
□ALSO ADMITTED IN THE COMMONWEALTH OF  
THE BAHAMAS  
◆CERTIFIED PUBLIC ACCOUNTANT

BRUCE D. BARKETT  
CALVIN B. BROWN  
GEORGE G. COLLINS, JR.\*  
JANET CARNEY CROOM\*†  
MICHAEL J. GARAVAGLIA  
RONALD KEITH LAWN\*\*\*△  
LISA N. THOMPSON\*\*\*□

AARON V. JOHNSON  
AARON D. MILLMAN\*  
C. DOUGLAS VITUNAC

December 6, 2010

Ms. Karon Beyer  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: OSLO CITRUS GROWERS ASSOCIATION, INC.**

Dear Ms. Beyer:

As discussed via both telephone and e-mail exchange with Aaron Millman of our firm, for purposes of the Florida Statutes §618.221 conversion between OSLO CITRUS GROWERS ASSOCIATION and OSLO CITRUS GROWERS ASSOCIATION, INC., please find enclosed the following:

1. Two (2) originals and one (1) copy of the Articles of Incorporation for OSLO CITRUS GROWERS, INC.
2. Two (2) originals and one (1) copy of signed and sworn affidavits by the current directors of OSLO CITRUS GROWERS ASSOCIATION per Florida Statutes §618.221.
3. A check for \$78.75 representing the filing fee, designation of resident agent and providing a certified copy.

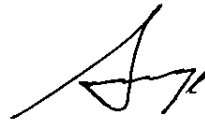
I appreciate you filing the duplicate originals with your office and returning a certified copy to this office. I enclose a self-addressed, stamped envelope for your use.

As requested, the e-mail address to be used for future annual report notification is [jbe@oslocitrus.com](mailto:jbe@oslocitrus.com). This is the e-mail address of J.B. Egan III, who is the registered agent for this corporation.

Ms. Karon Beyer  
December 6, 2010  
Page 2

If you have any questions, comments, or require anything further, please do not hesitate to contact my office at (772) 231 - 4343

Sincerely,

A handwritten signature in black ink, appearing to read "G. Collins, Jr.", with a stylized flourish at the end.

George G. Collins, Jr.  
For the Firm

GGC, JR./mja

Enclosures

cc: Aaron D. Millman, Esq.  
Mr. Robert G. Sexton  
Mr. J. B. Egan, III

Pursuant to the provisions of Florida Statute 618.221 entitled "Conversion into a corporation for profit", OSLO CITRUS GROWERS ASSOCIATION surrenders all rights to carry on business under chapter 618 of the Florida Statutes (2010) and now carries on business under chapter 607 of the Florida Statutes (2010). In turn, OSLO CITRUS GROWERS ASSOCIATION shall be converted into OSLO CITRUS GROWERS ASSOCIATION, INC.

The following Articles of Incorporation have been adopted by OSLO CITRUS GROWERS ASSOCIATION, INC. and shall stand to protect and preserve the relative rights of the former stockholders and members of OSLO CITRUS GROWERS ASSOCIATION.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**OSLO CITRUS GROWERS ASSOCIATION, INC.**

**ARTICLE I – NAME AND STATUS**

The name of this corporation shall be **OSLO CITRUS GROWERS ASSOCIATION, INC.**

**ARTICLE II – PRINCIPLE OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is:

695 S. U.S. Highway #1  
Vero Beach, Florida 32962

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV – RIGHTS OF STOCKHOLDERS**

No rights or obligations due any stockholder or member or any other person, firm, or corporation shall be impaired by this conversion. This includes the following:

1. Any and all real and personal property owned by and titled in the name of Oslo Citrus

Growers Association. As a result of the conversion, all such property shall transfer and be titled in the name of Oslo Citrus Growers Association, Inc.

2. Oslo Citrus Growers Association Outstanding Retains Account and Oslo Citrus Growers Association PCPC Retains Account (collectively "retains") current as to the effective time of the conversion. Such retains shall carryover as liabilities in the conversion. Nothing in this conversion shall impair or affect the rights or duties of such individuals and entities entitled to those retains.
3. Both notes that Oslo Citrus Growers Association currently has as outstanding liabilities. The first note is with Wells Fargo Bank, N.A. (formerly Wachovia Bank, N.A.) dated May 22, 2006, obligor number: 664-166-3451 and obligation number: 125. The current approximate outstanding balance is \$1,138,000. The second note is from Oslo Citrus Growers Association to Robert G. Sexton in the amount of \$600,000. Both notes shall carryover as liabilities. Nothing in this conversion shall impair or affect the rights or duties of such individuals and entities entitled to payment on those notes.

#### **ARTICLE V – COMPLIANCE AND DATES**

The Articles of Incorporation of OSLO CITRUS GROWERS ASSOCIATION, INC. are in compliance with Florida Statutes Chapter 607 profit corporation laws. In accordance with Florida Statute 618.221, OSLO CITRUS GROWERS ASSOCIATION, INC.'s Articles of Incorporation amend the Articles of Incorporation for OSLO CITRUS GROWERS ASSOCIATION which are on file with the state of Florida as of June 12, 1967.

The conversion date for tax status purposes is September 1, 2010, the date upon which OSLO CITRUS GROWERS ASSOCIATION began failing to satisfy Section 521 of the Internal Revenue Code, "Exemption of farmers' cooperatives from tax" and converted into a corporation for profit. As of such date, the Association no longer adheres to the special tax treatment rules of subchapter T cooperatives under Sections 1381-1383, 1385 and 1388 of the Internal Revenue Code. OSLO CITRUS GROWERS, INC. is now taxed as a for-profit C corporation under Section 11 of the Internal Revenue Code.

**ARTICLE VI - CAPITAL STOCK**

The amount of capital stock authorized for the corporation is a maximum of one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued, and transferred only in accordance with such By-Laws as the corporation shall from time to time make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

**ARTICLE VII - BOARD OF DIRECTORS**

The number of Directors of this corporation shall be not less than one (1) nor more than five (5). The names and addresses of the directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert G. Sexton	695 S. U.S. Highway #1 Vero Beach, Florida 32962
James L. Bailey	695 S. U.S. Highway #1 Vero Beach, Florida 32962
Ralph W. Sexton	695 S. U.S. Highway #1 Vero Beach, Florida 32962
J.B. Egan III	695 S. U.S. Highway #1 Vero Beach, Florida 32962
Matthew J. McAlarnen	695 S. U.S. Highway #1 Vero Beach, Florida 32962

**ARTICLE VIII - REGISTERED OFFICE AND AGENT**

The name of the Registered Agent and the registered office of this corporation are:

J.B. Egan III  
695 S. U.S. Highway #1  
Vero Beach, Florida 32962

Oslo Citrus Growers Association, Inc.  
Articles of Incorporation

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**ARTICLE IX - INCORPORATOR**

It is not necessary for this corporation, previously a tax-exempt farmers cooperative, to have an incorporator as this is not a new corporation but rather a flow-through of the prior entity.

**ARTICLE X**

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- A. Any limitation or restraint upon the transferability, alienation, or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;
- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and
- E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

**ARTICLE XI - INDEMNIFICATION**

The corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

**ARTICLE XII - AMENDMENT**

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred upon stockholders, directors, and officers are subject to this reserved power.

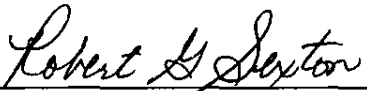
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
J.B. Egan III, Registered Agent

12-2-10  
\_\_\_\_\_  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

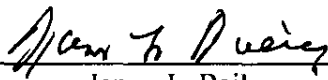
We, the undersigned Board of Directors have executed these Articles of Incorporation as per Florida Statute 618.221, this 2 day of December, 2010.

  
\_\_\_\_\_  
Robert G. Sexton  
Director

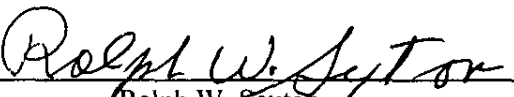
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\_\_\_\_\_  
Date

  
\_\_\_\_\_  
J.B. Egan III  
Director

12-2-10  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
James L. Bailey  
Director

2 Dec 2010  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Ralph W. Sexton  
Director

12/2/2010  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Matthew J. McAlarnen  
Director

12-2-2010  
\_\_\_\_\_  
Date



**AFFIDAVIT**

Before me, the undersigned authority, personally appeared ROBERT G. SEXTON, having personal knowledge of the facts herein stated, who, after first being duly sworn, deposes and says:

1. That he is on the Board of Directors of OSLO CITRUS GROWERS ASSOCIATION, a Florida nonprofit cooperative marketing association, hereinafter referred to as "Association."
2. That the tax status of the Association changed on September 1, 2010 when the Association began failing to satisfy Section 521 of the Internal Revenue Code, "Exemption of farmers' cooperatives from tax."
3. That the current members of the Association, by a unanimous vote, decided to surrender all rights, powers, and privileges as a nonprofit cooperative under Chapter 618 of the Florida Statutes, and to do business under and be bound by the provisions of Chapter 607 of the Florida Statutes.
4. That OSLO CITRUS GROWERS ASSOCIATION shall be converted into OSLO CITRUS GROWERS ASSOCIATION, INC, a Florida corporation. Articles of Incorporation for OSLO CITRUS GROWERS ASSOCIATION, INC. shall be delivered with this affidavit to the Department of State for filing.
5. That the Articles of Incorporation for OSLO CITRUS GROWERS ASSOCIATION, INC. are in compliance with Florida Statutes Chapter 607 Profit Corporation laws. That in accordance with Florida Statute 618.221, OSLO CITRUS GROWERS ASSOCIATION, INC.'s Articles of Incorporation amend the Articles of Incorporation for OSLO CITRUS GROWERS ASSOCIATION which are on file with the state of Florida as of June 12, 1967.

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DIVISION OF CORPORATIONS

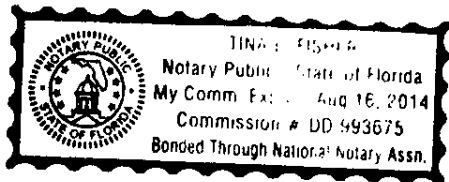
FURTHER THE AFFIANT SAYETH NAUGHT.

Robert G. Sexton  
Robert G. Sexton, Affiant, Director

Dec. 2, 2010  
Date

STATE OF FLORIDA            )  
                                          ) ss.  
COUNTY OF INDIAN RIVER    )

The foregoing was sworn and subscribed before me by the Affiant, ROBERT G. SEXTON, who is personally known to me or who has produced \_\_\_\_\_ as identification this 2nd day of December, 2010.



Tina L Fisher  
Notary Public, State of Florida

My commission expires: 8/16/2014

**AFFIDAVIT**

Before me, the undersigned authority, personally appeared JAMES L. BAILEY, having personal knowledge of the facts herein stated, who, after first being duly sworn, deposes and says:

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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1. That he is on the Board of Directors of OSLO CITRUS GROWERS ASSOCIATION, a Florida nonprofit cooperative marketing association, hereinafter referred to as "Association."
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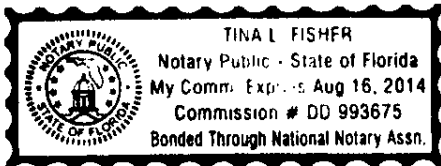
FURTHER THE AFFIANT SAYETH NAUGHT.

James L. Bailey  
James L. Bailey, Affiant, Director

2 Dec 2010  
Date

STATE OF FLORIDA            )  
                                          ) ss.  
COUNTY OF INDIAN RIVER    )

The foregoing was sworn and subscribed before me by the Affiant, JAMES L. BAILEY, who is personally known to me or who has produced \_\_\_\_\_ as identification this 2nd day of December, 2010.



Tina L Fisher  
Notary Public, State of Florida

My commission expires: 8/16/2014

**AFFIDAVIT**

Before me, the undersigned authority, personally appeared RALPH W. SEXTON, having personal knowledge of the facts herein stated, who, after first being duly sworn, deposes and says:

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

1. That he is on the Board of Directors of OSLO CITRUS GROWERS ASSOCIATION, a Florida nonprofit cooperative marketing association, hereinafter referred to as "Association."
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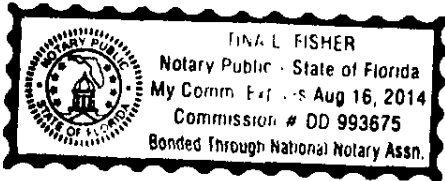
FURTHER THE AFFIANT SAYETH NAUGHT.

Ralph W. Sexton  
Ralph W. Sexton, Affiant, Director

12/2/2010  
Date

STATE OF FLORIDA            )  
                                          ) ss.  
COUNTY OF INDIAN RIVER    )

The foregoing was sworn and subscribed before me by the Affiant, RALPH W. SEXTON, who is personally known to me or who has produced \_\_\_\_\_ as identification this 2nd day of December, 2010.



Tina L. Fisher  
Notary Public, State of Florida

My commission expires: 8/16/2014

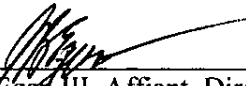
**AFFIDAVIT**

Before me, the undersigned authority, personally appeared J.B. EGAN III, having personal knowledge of the facts herein stated, who, after first being duly sworn, deposes and says:

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

1. That he is on the Board of Directors of OSLO CITRUS GROWERS ASSOCIATION, Florida nonprofit cooperative marketing association, hereinafter referred to as "Association."
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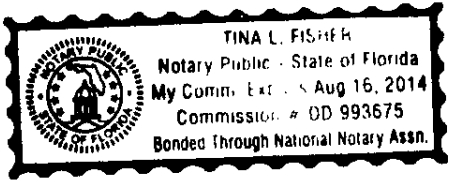
FURTHER THE AFFIANT SAYETH NAUGHT.

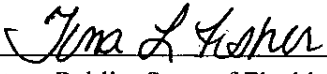
  
\_\_\_\_\_  
J.B. Egan III, Affiant, Director

12-2-10  
Date

STATE OF FLORIDA            )  
                                          ) ss.  
COUNTY OF INDIAN RIVER    )

The foregoing was sworn and subscribed before me by the Affiant, J.B. EGAN III, who is personally known to me or who has produced \_\_\_\_\_ as identification this 2nd day of December, 2010.



  
\_\_\_\_\_  
Notary Public, State of Florida  
My commission expires: 8/16/2014



**AFFIDAVIT**

Before me, the undersigned authority, personally appeared MATTHEW J. McALARNEN, having personal knowledge of the facts herein stated, who, after first being duly sworn, deposes and says:

1. That he is on the Board of Directors of OSLO CITRUS GROWERS ASSOCIATION, a Florida nonprofit cooperative marketing association, hereinafter referred to as "Association."
2. That the tax status of the Association changed on September 1, 2010 when the Association began failing to satisfy Section 521 of the Internal Revenue Code, "Exemption of farmers' cooperatives from tax."
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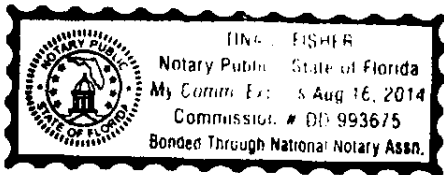
FURTHER THE AFFIANT SAYETH NAUGHT.

Matthew J. McAlarnen  
Matthew J. McAlarnen, Affiant, Director

12-2-2010  
Date

STATE OF FLORIDA                    )  
                                                  ) ss.  
COUNTY OF INDIAN RIVER        )

The foregoing was sworn and subscribed before me by the Affiant, MATTHEW J. McALARNEN, who is personally known to me or who has produced \_\_\_\_\_ as identification this 2nd day of December, 2010.



Tina L. Fisher  
Notary Public, State of Florida  
My commission expires: 8/16/2014