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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 FEB 27 A 11:16

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EMAIL: BKNAPP@LSEBLAW.COM
LICENSED IN FLORIDA
AND PENNSYLVANIA

February 24, 2012

VIA FEDERAL EXPRESS

Division of Corporations

ATTN: Rose Ann

Florida Department of State

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

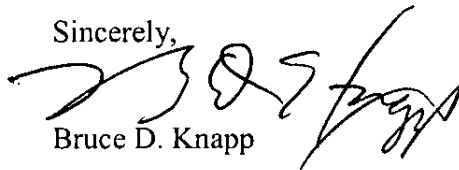
RE: Southeastern Dairy Cooperative Assn., Inc., Document number U00043
(the "Association") - Conversion of an Agricultural Cooperative
Marketing Association into a Corporation for Profit Pursuant to F.S.
Section 618.221 (the "Conversion")

Dear Rose Ann:

As you may recall, our office submitted draft documents related to the above-reference Conversion to you on November 9, 2011 for your review and approval prior to obtaining the Directors' signatures on the Articles of Incorporation and the Directors' Affidavit regarding the Conversion. On November 10, 2011 you contacted my paralegal, Gina Binkley, with the approval of the submitted documents. In that regard, please find enclosed the original Articles of Incorporation executed by all of the current Directors and the fully executed and notarized Directors' Affidavit, together with the required filing fee of \$78.75. While the documents were executed in November and December, 2011, for some reason, not all of the signature pages were delivered to us until recently.

Should you have any questions or concerns, please contact me at 407-481-5833. Thank you in advance for your assistance with this "unique" conversion.

Sincerely,


Bruce D. Knapp

BDK/bpm
Enclosures

AFFIDAVIT

BEFORE ME, the undersigned authority(ies), personally appeared Rodney Land, Matt Lussier, John Peachy, Darryl Register, P. Joseph Wright, Dale Eade, Bob Butler, Ed Henderson, L.E. Larson, Sr., Pat Rankin, Chad Rucks and Everette Williams ("Affiants"), constituting all of the Directors of **SOUTHEASTERN DAIRY COOPERATIVE ASSN., INC.**, a Florida not-for-profit corporation formed under Chapter 618 Florida Statutes as an agricultural cooperative marketing association (the "Association"), who, first being duly sworn, depose and say:

1. The Association has, by a vote of its sole member, decided to surrender all rights, powers, and privileges as a nonprofit cooperative marketing association under Chapter 618 Florida Statutes and to do business under and be bound by the provisions of Chapter 607 Florida Statutes, as a corporation for profit.
2. The Association has authorized all changes accordingly.

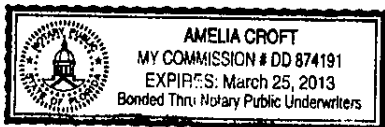
FURTHER AFFIANTS SAYETH NAUGHT.

DATED this 30th day of November, 2011

Rodney R. Land
Name: Rodney Land

STATE OF FL
COUNTY OF LAFAYETTE

The foregoing instrument was sworn to, subscribed and acknowledged before me this 30 day of NOVEMBER, 2011, by Rodney Land, who () is personally known to me or (✓) has produced a _____ driver's license as identification.

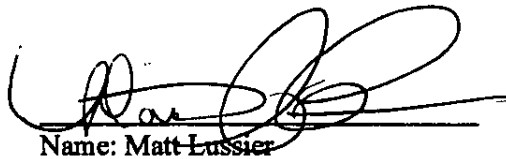


[Notary Seal]

Amelia Croft
Notary Public State of FL
My commission expires: 3-25-2013

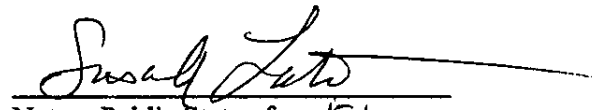
Commission Number: DD 874191

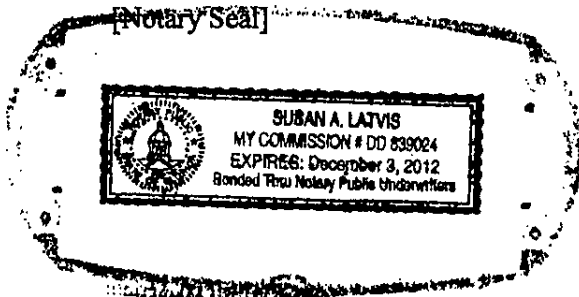
FILED
2011 FEB 27 A 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Name: Matt Lussier

STATE OF FL
COUNTY OF Alachua

The foregoing instrument was sworn to, subscribed and acknowledged before me
this 28 day of NOV, 2011, by Matt Lussier, who (4) is personally
known to me or (4) has produced a FL DL driver's license as identification.


Notary Public State of FL
My commission expires: 12/03/2012
Commission Number: DD 839024



John Peachey
Name: John Peachey

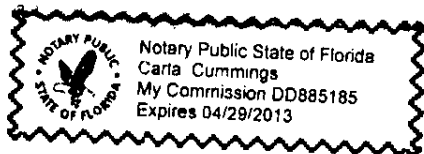
STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was sworn to, subscribed and acknowledged before me this
1 day of December, 2011, by **John Peachey**, who (☒) is personally known to
me or () has produced a _____ driver's license as identification.

[Notary Seal]

Carla Cummings
Notary Public State of Florida
My commission expires: 4-29-2013

Commission Number: _____



Darryl Register
Name: Darryl Register

STATE OF Florida
COUNTY OF Baker

The foregoing instrument was sworn to, subscribed and acknowledged before me
this 28th day of Nov., 2011, by **Darryl Register**, who ☒ is personally
known to me or () has produced a _____ driver's license as identification.

[Notary Seal]

Barbara A. Blackshear
Notary Public State of _____
My commission expires: _____

Commission Number _____



P. Joseph Wright
Name: P. Joseph Wright

STATE OF Florida
COUNTY OF Dade

The foregoing instrument was sworn to, subscribed and acknowledged before me this 23rd day of November, 2011, by **P. Joseph Wright**, who (☒) is personally known to me or () has produced a _____ driver's license as identification.

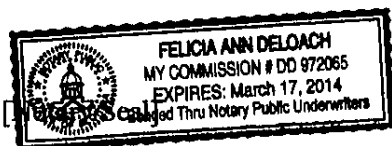


B. Gail Harris
Notary Public State of FLORIDA
My commission expires: 03/05/2012
Commission Number: DD760855

Dale Eade
Name: Dale Eade


STATE OF Florida
COUNTY OF Jackson

The foregoing instrument was sworn to, subscribed and acknowledged before me this 28th day of November, 2011, by Dale Eade, who ☒ is personally known to me or ☐ has produced a _____ driver's license as identification.



Felicia Ann DeLoach
Notary Public State of Florida
My commission expires: 3-17-2014

Commission Number: DD 972065



Name: Bob Butler

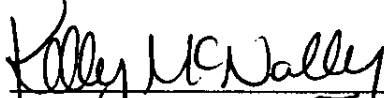
STATE OF Florida
COUNTY OF Highlands

The foregoing instrument was sworn to, subscribed and acknowledged before me
this 23 day of November, 2011, by Bob Butler, who () is personally known
to me or (✓) has produced a B346-772 driver's license as identification.

50-130-0

[Notary Seal]

NOTARY PUBLIC-STATE OF FLORIDA

Kelly McNally
Commission #DD959568
Expires: JAN. 21, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

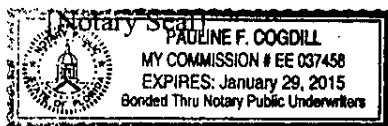

Notary Public State of Florida
My commission expires: 1/21/2012

Commission Number: DD959568

Ed Henderson
Name: Ed Henderson

STATE OF Florida
COUNTY OF Lawrence

The foregoing instrument was sworn to, subscribed and acknowledged before me this 28th day of November, 2011, by **Ed Henderson**, who (☒) is personally known to me or (☐) has produced a _____ driver's license as identification.



Pauline F. Cogdill
Notary Public State of Florida
My commission expires: 1-29-2015
Commission Number: EE037458

L E Larson Sr

Name: L.E. Larson, Sr.

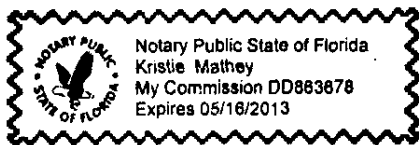
STATE OF Florida
COUNTY OF Okeechobee

The foregoing instrument was sworn to, subscribed and acknowledged before me this 23rd day of November, 2011, by L.E. Larson, Sr., who ☒ is personally known to me or () has produced a _____ driver's license as identification.

[Notary Seal]

Kristie Mathey
Notary Public State of Florida
My commission expires: 5/16/2013

Commission Number: DD863678




Name: Pat Rankin

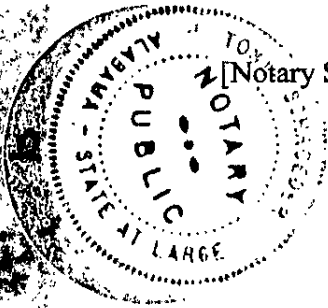
STATE OF Alabama
COUNTY OF Marengo

The foregoing instrument was sworn to, subscribed and acknowledged before me
this 28 day of November, 2011, by **Pat Rankin**, who ~~is~~ is personally known
to me or () has produced a _____ driver's license as identification.



Notary Public State of _____ **TONYA SCHROEDER**
A Notary Public of Alabama
My commission expires: My Commission Expires November 5, 2015

Commission Number: _____



**ARTICLES OF INCORPORATION
OF
SOUTHEASTERN DAIRY, INC.**

FILED
2011 FEB 27 A 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as the incorporators desire to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be: **SOUTHEASTERN DAIRY, INC.**

ARTICLE II -- PRINCIPAL OFFICE

The initial principal office of the corporation in the State of Florida is 1950 SE Hwy 484, Belleview, FL 34420. The mailing address of the corporation in the State of Florida is P.O. Box 3790, Belleview, FL 34421.

ARTICLE III -- CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Hundred (100), which shall be designated Common Shares, without par value.

**ARTICLE IV -- INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 111 N. Magnolia Avenue, Suite 1400, Orlando, FL 32801. The name of the initial registered agent of the corporation at such address is LSEB Agent Services, Inc.

ARTICLE V -- INCORPORATORS

The name and street address of the incorporators of the corporation are:

Name	Address
Rodney Land	Rt. 2, Box 1515 Mayo, FL 32066
Matt Lussier	P.O. Box 2168 Hawthorne, FL 32640
John Peachy	Rt. 1 Box 333-C Myakka City, FL 34251

Darryl Register	P.O. Box 1115 Glen Saint Mary, FL 32040
P. Joseph Wright	P.O. Box 1057 Avon Park, FL 33826
Dale Eade	3945 Old U.S. Road Marianna, FL 32446
Bob Butler	P.O. Box 3790 Bellevue, FL 34421
Ed Henderson	P.O. Box 3790 Bellevue, FL 34421
L.E. Larson, Sr.	P.O. Box 3790 Bellevue, FL 34421
Pat Rankin	P.O. Box 3790 Bellevue, FL 34421
Chad Rucks	P.O. Box 3790 Bellevue, FL 34421
Everett Williams	P.O. Box 3790 Bellevue, FL 34421

ARTICLE VI – RIGHTS IN CONVERSION

With the filing of these Articles of Incorporation, the Corporation is converting, pursuant to Section 618.221 Florida Statutes, from a nonprofit cooperative marketing association formed under Chapter 618 into a for profit corporation bound by the provisions of Chapter 607 Florida Statutes. Nothing contained in these Articles of Incorporation nor any matter arising in connection with such conversion shall impair any rights or obligations due any member of the Association or any other person, firm or corporation, which rights or obligations have not been waived or satisfied. Furthermore, all relative rights of the members of the converting association are hereby protected and preserved to the full extent permitted by law.

ARTICLE VII – INITIAL DIRECTOR

The name and address of the individual who is to serve as the initial director of the Corporation is as follows:

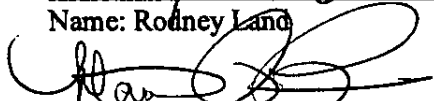
Dale Eade

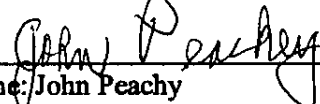
3945 Old U.S. Road
Marianna, FL 32446


[Signatures on next page(s)]

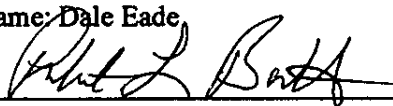
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Orlando, Florida, as of the 28th day of November, 2011.


Name: Rodney Land


Name: Matt Lussier


Name: John Peachy

Name: Daryl Register

Name: P. Joseph Wright

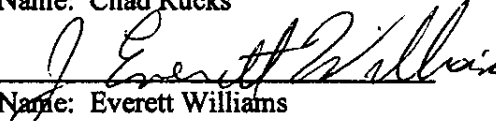
Name: Dale Eade

Name: Bob Butler

Name: Ed Henderson

Name: L.E. Larson, Sr.

Name: Pat Rankin

Name: Chad Rucks


Name: Everett Williams

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Orlando, Florida, as of the 28th day of November, 2011.

Name: Rodney Land

Name: Matt Lussier

Name: John Peachy



Name: Darryl Register

Name: P. Joseph Wright

Name: Dale Eade

Name: Bob Butler

Name: Ed Henderson

Name: L.E. Larson, Sr.

Name: Pat Rankin

Name: Chad Rucks

Name: Everett Williams

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Orlando, Florida, as of the 28th day of November, 2011.

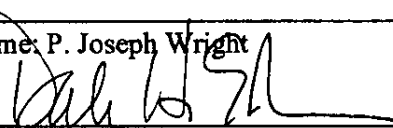
Name: Rodney Land

Name: Matt Lussier

Name: John Peachy

Name: Daryl Register

Name: P. Joseph Wright



Name: Dale Eade

Name: Bob Butler

Name: Ed Henderson

Name: L.E. Larson, Sr.

Name: Pat Rankin

Name: Chad Rucks

Name: Everett Williams

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Orlando, Florida, as of the 28th day of November, 2011.

Name: Rodney Land

Name: Matt Lussier


Name: John Peachy

Name: Darryl Register

Name: P. Joseph Wright

Name: Dale Eade

Name: Bob Butler



Name: Ed Henderson

Name: L.E. Larson, Sr.

Name: Pat Rankin

Name: Chad Rucks

Name: Everett Williams

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Orlando, Florida, as of the 23rd day of November, 2011.

Name: Rodney Land

Name: Matt Lussier

Name: John Peachy

Name: Darryl Register

Name: P. Joseph Wright

Name: Dale Eade

Name: Bob Butler

Name: Ed Henderson

L.E. Larson, Sr

Name: L.E. Larson, Sr.

Name: Pat Rankin

Name: Chad Rucks

Name: Everett Williams

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Orlando, Florida, as of the 28th day of November, 2011.

Name: Rodney Land

Name: Matt Lussier

Name: John Peachy

Name: Daryl Register

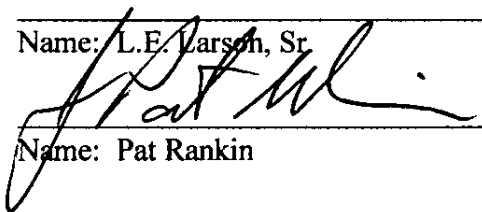
Name: P. Joseph Wright

Name: Dale Eade

Name: Bob Butler

Name: Ed Henderson

Name: L.E. Larson, Sr



Name: Pat Rankin

Name: Chad Rucks

Name: Everett Williams

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Orlando, Florida, as of the 5th day of November, 2011.

Name: Rodney Land

Name: Matt Lussier

Name: John Peachy

Name: Darryl Register

Name: P. Joseph Wright


Name: Dale Eade

Name: Bob Butler

Name: Ed Henderson

Name: L.E. Larson, Sr.

Name: Pat Rankin



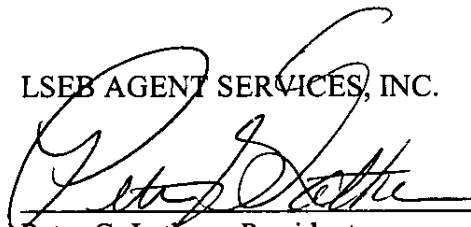
Name: Chad Rucks

Name: Everett Williams

ACCEPTANCE BY REGISTERED AGENT

The undersigned, LSEB Agent Services, Inc., as registered agent appointed in accordance with the foregoing Articles of Incorporation, through its President, Peter G. Latham, does hereby accept such appointment and does hereby state that it is familiar with and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

LSEB AGENT SERVICES, INC.



Peter G. Latham, President

FILED
2011 FEB 27 A 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA