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**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** OCALA BREEDERS' SALES COMPANY, INC.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Daniel Hicks, Esquire

Contact Person

Daniel Hicks, P.A.

Firm/Company

421 South Pine Avenue

Address

Ocala, FL 34471

City, State and Zip Code

weclose2@danielhickspa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel Hicks

at (352) 351-3353

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees    ☐ \$113.75 Filing Fees and Certificate of Status    ☒ \$113.75 Filing Fees and Certified Copy    ☐ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**

New Filings Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filings Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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**ARTICLES OF INCORPORATION**  
**OF**  
**OCALA BREEDERS' SALES COMPANY, INC.**

The undersigned incorporators, being all of the Directors of OCALA BREEDERS' SALES COMPANY, INC., an Agricultural Cooperative Marketing Association organized under Florida Statutes Chapter 618 and having State of Florida Corporate Document Number 791071, do hereby adopt the following Articles of Incorporation for the purposes of converting OCALA BREEDERS' SALES COMPANY, INC. into a Florida for-profit corporation under Chapter 607, Florida Statutes (The Florida Business Corporation Act) in accordance with Florida Statutes Section 618.221:

**ARTICLE I**  
**NAME AND ADDRESS**

The name of the corporation shall be OCALA BREEDERS' SALES COMPANY, INC. (herein referred to as the "Association").

The address of the principal office of the Association is: 1701 SW 60<sup>th</sup> Avenue, Ocala, Florida 34474, and the mailing address of the Association is P.O. Box 99, Ocala, Florida 34478.

**ARTICLE II**  
**DURATION**

This Association shall have perpetual existence.

**ARTICLE III**  
**BUSINESS, OBJECTIVES OR PURPOSE**

The general nature of the business to be transacted by this Association and the objectives or purposes of the Association shall be as follows:

**Section 1.** The Association is formed for the purpose of engaging in any cooperative activity in connection with the producing, marketing or selling of agricultural products, marketing of the by-products thereof; or in connection with any of the activities mentioned herein, the

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selling, or supplying of any supplies; or in the financing of any of the above enumerated activities; or in performing or furnishing business, educational services, or holding specialized licenses and permits incidental to the purposes of the Association or necessary or desirable in order to better accomplish them. The Association may also undertake any other additional or ancillary activities that will allow the company's cooperative activities to be taxed under Subchapter T of the Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE IV**  
**AUTHORIZED SHARES, COMMON STOCK**

**Section 1.** The aggregate number of shares which the Association is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$25.00 per share.

**Section 2.** The holders of the common stock of this Association shall be regarded as its members/shareholders and may be a natural person or an entity.

The common stock of this Association may be owned only by producers of agricultural products who are approved, in advance, by the Board of Directors, and who shall patronize the Association under uniform terms and conditions prescribed by the Board of Directors and only such persons or entities shall be regarded as eligible members of the Association. The Board of Directors may also authorize certain key employees of the Association to be members/shareholders of the Association pursuant to employee benefit plans of the Association which have been established by the Board of Directors; provided, however, that such key employees must also be producers of agricultural products in accordance with the immediately preceding sentence.

The common stock of this Association may be transferred by a member/shareholder on the books of the Association only with the prior written consent of the Board of Directors and

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only to persons or entities who are eligible to be members/shareholders in accordance with the terms of this Article IV. Any purported assignment or transfer of the common stock of the Association in violation of this Article IV shall be null and void and of no force of effect, and any purported transferee shall have no rights or privileges on account of such stock, or votes or voice in the management or affairs of the Association. In any meeting of the members/shareholders, each eligible holder of common stock shall be entitled to only one (1) vote upon each matter submitted to a vote, regardless of the number of shares of stock owned by such member/shareholder.

**ARTICLE V**  
**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE -**  
**FLORIDA STATUTES (48.091 and 607.034)**

OCALA BREEDERS' SALES COMPANY, INC., desiring to organize or qualify under the laws of the State of Florida, designates its Registered Office at 1701 SW 60<sup>th</sup> Avenue, Ocala, Florida 34474, and has named THOMAS VENTURA as Registered Agent, whose address is 1701 SW 60<sup>th</sup> Avenue, Ocala, Florida 34474.

Having been named Registered Agent to accept service of process for the above-stated Association, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: Thomas Ventura  
Thomas Ventura, Registered Agent

Date: October 8, 2015

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### CERTIFICATE

This is to certify that the foregoing Articles of Incorporation of OCALA BREEDERS' SALES COMPANY, INC., after having been first approved by the Directors of Ocala Breeders' Sales Company, Inc., were subsequently adopted by a vote representing a majority of its members attending a meeting of which due notice of the proposed action had been given, and that the action included the members surrendering all rights, powers, and privileges as a nonprofit cooperative marketing association under Chapter 618, Florida Statutes and electing to do business under and be bound by Part I, Chapter 607, Florida Statutes, as a corporation for profit and has authorized all changes accordingly.

IN TESTIMONY WHERE, THE UNDERSIGNED DIRECTORS OF OCALA BREEDERS' SALES, INC., and incorporators of this Association have caused this Certificate to be executed in its name by its President and Secretary and its corporate seal affixed hereto. All done this 8<sup>th</sup> day of OCTOBER, 2015.

#### NAME AND ADDRESS:

#### MEMBER - BOARD OF DIRECTORS OF OCALA BREEDERS' SALES COMPANY, INC. AND INCORPORATORS



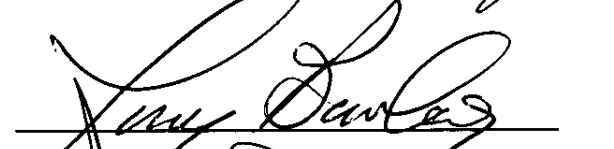

BARRY BERKELHAMMER  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474

CARL BOWLING  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474

TONY BOWLING  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474

NIALl BRENNAN  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474

Signature:

MARK CASSE  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474

NICK de MERIC  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474

BARRY EISAMAN  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474

BRENT FERNUNG  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474

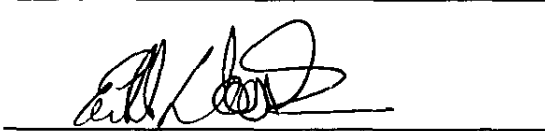
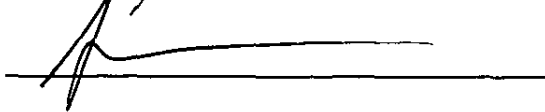
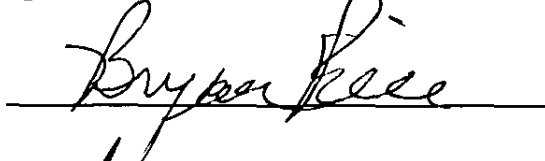
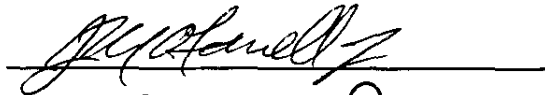
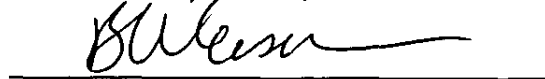
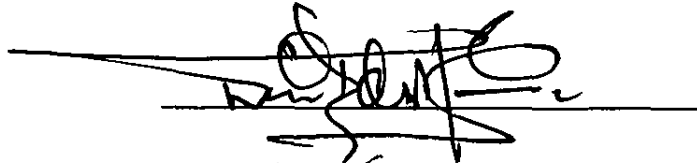
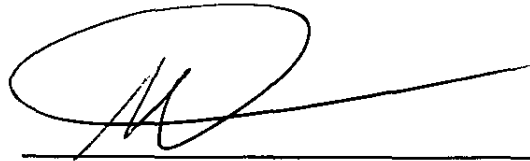
J. MICHAEL O'FARRELL, JR.  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474

BRYAN RICE  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474

FRANCIS VANLANGENDONCK  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474

THOMAS VENTURA  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474

EDDIE WOODS  
1701 SW 60<sup>th</sup> Avenue  
Ocala, Florida 34474



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**OFFICERS - OCALA BREEDERS'  
SALES COMPANY, INC.**

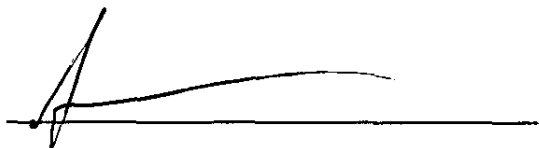
J. MICHAEL O'FARRELL, JR.,  
Its Chairman of the Board of Directors

THOMAS VENTURA  
Its President

FRANCIS VANLANGEDONCK  
Its Vice President

BARRY EISAMAN  
Its Secretary/Treasurer

**Signature:**



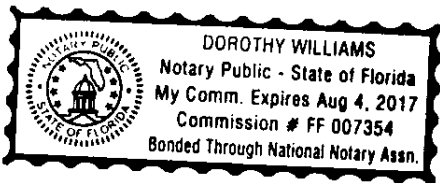
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STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, BARRY BERKELHAMMER, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 8 day of October, 2015.

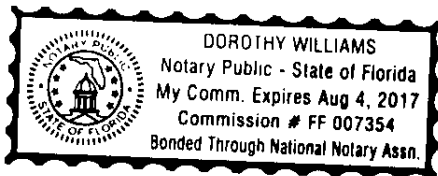


Notary Public - State of Florida  
*Dorothy Williams*

STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, CARL BOWLING, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 8 day of October, 2015.



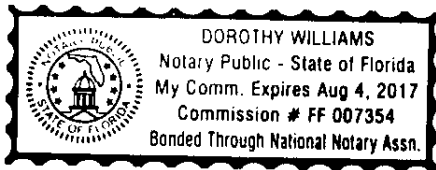
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*Dorothy Williams*

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STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, TONY BOWLING, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 8 day of October, 2015.

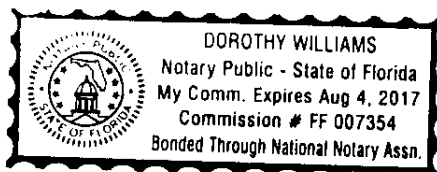


*Dorothy Williams*  
Notary Public - State of Florida

STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, NIALL BRENNAN, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 8 day of October, 2015.



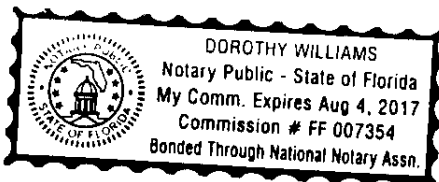
*Dorothy Williams*  
Notary Public - State of Florida

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NOTARY PUBLIC  
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STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, MARK CASSE, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 8 day of October, 2015.

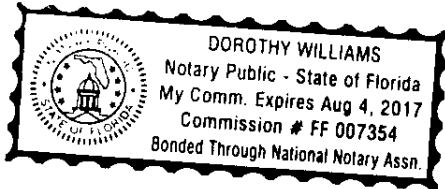


*Dorothy Williams*  
Notary Public - State of Florida

STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, NICK de MERIC, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 8 day of October, 2015.

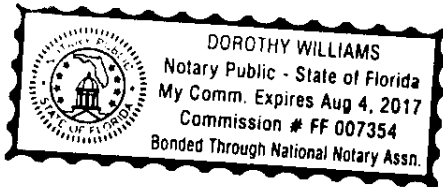


*Dorothy Williams*  
Notary Public - State of Florida

STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, BARRY EISAMAN, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced October as identification.

WITNESS my hand and official seal this 8 day of October, 2015.

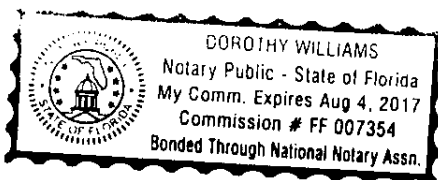


*Dorothy Williams*  
Notary Public - State of Florida

STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, BRENT FERNUNG, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 8 day of October, 2015.



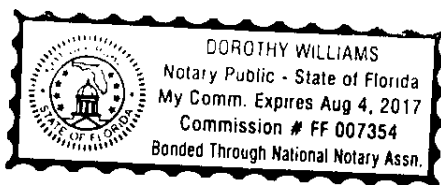
*Dorothy Williams*  
Notary Public - State of Florida

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STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, J. MICHAEL O'FARRELL, JR., who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 8 day of October, 2015.



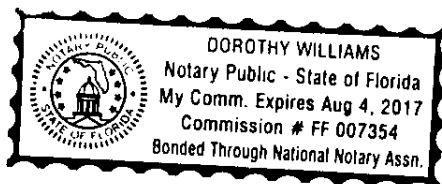
*Dorothy Williams*

Notary Public - State of Florida

STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, BRYAN RICE, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 8 day of October, 2015.



*Dorothy Williams*

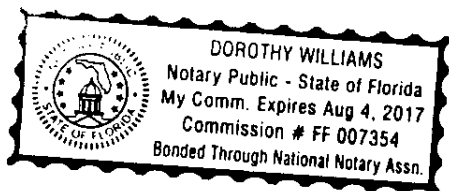
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STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, FRANCIS VANLANGENDONCK, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 8 day of October, 2015.



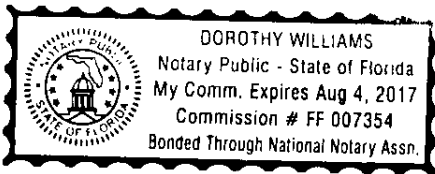
*Dorothy Williams*

Notary Public - State of Florida

STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, THOMAS VENTURA, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 8 day of October, 2015.

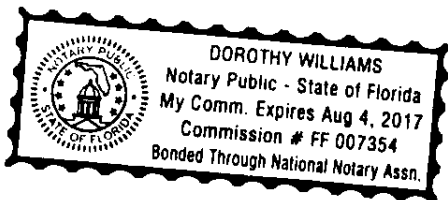


*Dorothy Williams*  
Notary Public - State of Florida

STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, EDDIE WOODS, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 8 day of October, 2015.



*Dorothy Williams*  
Notary Public - State of Florida

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