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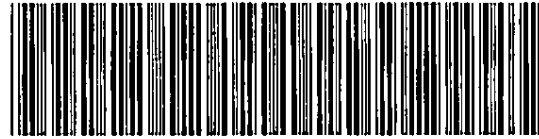
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SECRETARY OF STATE
TALLAHASSEE, FL

2020 MAY -5 PM 3:59

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DUNDEE CITRUS GROWERS ASSOCIATION

P.O. Box 1739 • Dundee, FL 33838-1739 • Tel.: 863/439-1574 • Fax: 863/439-1535

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

Enclosed please find the following:

1. Articles of Incorporation of CUPS Co-op II, Inc., an agricultural cooperative marketing association being formed pursuant to Chapter 618, Fla. Statutes (2016), original and one copy;
2. Designation of Registered Agent, original and one copy; and,
3. Check 005335 in the amount of \$78.75 representing the filing fee and certificate of status.

Provided the enclosed meets with the approval of your Department, it would be appreciated if you kindly proceed to file. Should you have any questions or comments pertaining to this letter or its enclosures, please feel free to contact me by phone at 863-439-7306 or by email at jennifer.schaal@dun-d.com.

Thank you for your attention to this matter.

Sincerely,

Jennifer Schaal
CFO

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2020 MAY -5 PM 4:00
TALLAHASSEE, FL
DIVISION OF STATE

**ARTICLES OF INCORPORATION
OF
CUPS CO-OP II, INC.**

The undersigned, being either producers engaged in the production of agricultural products, or cooperative associations thereof, do hereby associate ourselves together for the purpose of forming a cooperative association, with capital stock, under and by virtue of the provisions of Chapter 618 of the Florida Statutes (hereinafter referred to as "The Agricultural Cooperative Act") and adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this Association is CUPS CO-OP II, INC.

**ARTICLE II
PURPOSES**

This Association is formed for the following purposes and shall have the following powers:

A. To engage in any and all activities of every description in connection or associated with the growing, producing, manufacturing, preparing, processing, packing, purchasing for resale, marketing, selling, wholesaling, warehousing, storing, handling, hauling, transporting, shipping or in any other way dealing in or with citrus or other fruits, vegetables and agricultural products, or products derived in whole or in part therefrom.

B. To engage in any and all activities of every description in connection with the development and planting of citrus groves and/or other agricultural crops. To engage in any and all activities of every description in connection or associated with the culture of and caring for citrus groves and/or fields dedicated to the growing of any and all other agricultural products, including but not limited to the harvesting of fruit or vegetables from such groves or fields.

C. To engage in any and all activities relating to the marketing, processing or packaging of any products for the benefit of the Association's members.

D. To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest, trade and deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description for the benefit of the Association's members and consistent with its function as an agricultural cooperative.

E. To borrow money from any source without limitation as to amount of corporate indebtedness or liability, with authority to give any kind or form of obligation or security therefor.

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COUNTY CLERK
TALLAHASSEE, FL
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F. To act as the agent or representative of any person or persons in any of the above-mentioned activities.

G. To make loans or advances to members and to their members, to nonmember patrons and to nonmember patrons of members, with authority to accept therefor any kind, form or type of obligation with or without security; to purchase, endorse, discount, sell or exchange, indenture, bill of sale, mortgage or other obligation, the proceeds of which have been advanced or used in the first instance for any of the purposes provided for herein; to discount for or purchase from any Association organized under the laws of any state, with or without its endorsement, any note, draft, bill of exchange, indenture, bill of sale, mortgage or other obligation, the proceeds of which are advanced or used in the first instance for carrying on any cooperative activity authorized to dispose of the same with or without endorsement.

H. To purchase or otherwise acquire, to hold, own and exercise all rights of ownership in, and to sell, transfer, pledge or guarantee the payment of dividends or interest on, or the retirement or redemption of, shares of capital stock, bonds or other obligations of any corporation or association, engaged in any directly or indirectly related activity, or in the producing, packing, shipping, handling, warehousing, financing, preserving, processing, manufacturing, utilizing, marketing or selling of any of the products handled by the Association, or any of the by-products thereof.

I. To buy, hold and exercise all privileges of ownership over such real or personal property, as may be necessary or convenient for the conduct and operation of any of the business of the Association or incidental thereto.

J. To sell, convey and transfer all of the assets of the Association; provided such sale shall be consented to by the holders of not less than two-thirds (2/3) of its common stock, which consent shall be given either in writing or by vote at a special meeting of its stockholders called for that purpose.

K. To establish, secure, own and develop patents, trademarks and copyrights.

L. To create a capital fund and issue capital fund certificates or credits as provided in the Association's by-laws.

M. To do each and everything necessary, suitable or proper for the accomplishment of any one of the purposes, or the attainment of any one or more of the objects herein enumerated, or conducive to or expedient for the interest or benefit of the Association, and to contract accordingly; and in addition to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the Association is organized or to the activities in which it is engaged, and any other rights, powers and privileges granted by the laws of the State of Florida to corporations for profit, except such as are inconsistent with the express provisions of the Agricultural Cooperative Act, and to do any such thing anywhere.

N. This Association shall not, during any fiscal year thereof, deal in or handle products, machinery, equipment, supplies and/or perform services for and on behalf of

nonmember patrons to an amount greater in value than such as are dealt in, handled and/or performed by it for and on behalf of its members during the same period.

O. This Association shall also have and enjoy each and all of the powers now granted such corporations under The Agricultural Cooperative Act, as well as under the General Corporation Act of the State of Florida, not inconsistent herewith.

ARTICLE III **INITIAL PRINCIPAL OFFICE**

The initial principal office address of this Association with the State of Florida is to be located at 111 1st Street N., Dundee, Florida 33838 with a mailing address of P.O. Box 1739, Dundee, Florida 33838-1739. It may have branch offices at such other place or places within or without the State of Florida as may be determined by the Board of Directors.

ARTICLE IV **DURATION**

This Association shall have perpetual existence unless and until dissolved in the way and manner provided by law.

ARTICLE V **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of not less than four (4) Directors, one (1) of which Directors shall be appointed by Dundee Citrus Growers Association in its capacity as C.U.P.S. Coop Developer and three (3) of which Directors shall be elected by the stockholders entitled to vote at the time and in the manner provided in the bylaws of this Association. When a vacancy on the Board of Directors occurs among any of the three (3) elected Directors, other than by expiration of a term, the remaining members of the Board may, unless otherwise provided in the bylaws, by a majority vote, fill the vacancy.

The names and addresses of those who are to serve as Directors for the first term or until the election of their successors are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|--|
| W. Lindsay Raley, Jr. | 111 1 st Street, N. Dundee, FL 33838 |
| Richard C. Goodman | 111 1 st Street, N. Dundee, FL 33838 |
| Steven B. Callaham | 111 1 st Street, N. Dundee, FL 33838 |

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TALLAHASSEE, FL
SECRETARY OF STATE

ARTICLE VI

STOCK

The amount of capital stock of this Association shall be nine (9) shares of common stock of the par value of Ten Thousand and No/100s Dollars (\$10,000.00) per share.

The common stock of this Association shall be held only by producers of agricultural products or cooperative associations of producers of agricultural products, who shall:

(1) own a portion of the property described as follows:

[See, Exhibit "A" attached hereto]; and,

(2) utilize the services of this Association in the manner and to the extent designated in by bylaws or determined by the Board of Directors. Only the holders of said common stock shall be regarded as members of the Association and all such members shall each be obliged to subscribe and pay for one (1) share of said stock for each Lot owned by each member within the property above-described. All the voting power of the Association shall be vested in the holders of said common stock and each member shall be entitled to one (1) vote per C.U.P.S. Pod owned at all member-stockholder meetings.

No dividends shall be paid on the common stock of the corporation.

In the event of liquidation or dissolution of the Association in any manner, all outstanding indebtedness of the Association shall first be paid, then all outstanding allocated capital equities in the Association (however evidenced) shall be retired in full or on a pro rata basis without priority. Thereafter, all common stock of the Association shall be retired at par in full or pro rata basis. After payment of all the foregoing, any and all remaining funds shall be paid to stockholders of the Association at the time of liquidation in proportion to each stockholder's total patronage with the Association during the immediately ten (10) fiscal years.

ARTICLE VII

VOTING

At all meetings of the stockholders of the Association, any and all questions and matters shall be voted upon the basis of each stockholder having only one (1) vote per C.U.P.S. Pod owned.

Stockholders holding stock and entitled to vote shall have the right to do so by written proxy. Cumulative voting shall not be permitted. Holders of common stock of the Association entitled to cast a majority of all votes entitled to be cast, present in person or by written proxy, shall constitute a quorum for the transaction of all business.

ARTICLE VIII
OFFICERS

The Directors shall elect from their own number a president who shall preside at all meetings of the Board. They shall also elect an executive Vice President who shall be the Chief Executive Officer of the Association, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the bylaws, none of whom need be a Director or stockholder.

All officers shall hold office during the pleasure of the Board of Directors and shall have such powers and duties as may be conferred upon them by law and by the bylaws.

ARTICLE IX
BYLAWS

This Association shall adopt for its government and management a code of bylaws not inconsistent with these articles or the powers granted by applicable laws. A majority vote of a quorum of the holders of the common stock, attending a meeting, of which notice of the proposed bylaw or bylaws shall have been given, shall be sufficient to adopt or amend such bylaws.

ARTICLE X
TRANSFERS OF CAPITAL STOCK

The capital stock of this Association shall be transferable only at the office of the Association and on its books, and only when the holder of said capital stock shall not be indebted to the Association. Such stock may be transferred only to a producer of agricultural products or a cooperative association of producers of agricultural products who shall have been approved by the Board of Directors and who shall have subscribed to the bylaws of this Association and otherwise conformed to the qualifications as established in these Articles and the bylaws or by the Board of Directors. Whenever any stockholder holding common stock of this Association shall cease to be a producer of agricultural products, or cooperative association of producers of agricultural products, or shall fail to comply with these Articles, the bylaws or with any contract with the Association, the voting power of such stockholder shall immediately and automatically be suspended until such time as the Directors shall find by a majority vote that such stockholder is again qualified under these Articles of Incorporation. The property right of any such stockholder shall not in such case be affected by such suspension of his voting power, except that the Directors of the Association may call in and retire at par value the common stock theretofore issued to and held by said stockholder.

2020 MAY -5 PM 4:00
FBI
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
TALLAHASSEE, FL

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles of Incorporation may be altered or amended at any annual meeting of the stockholders entitled to vote, or at any special meeting called for the purpose in any way and manner provided by applicable provisions of law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation are hereto subscribed by the undersigned incorporators on this 29th day of April 2020.

Witnesses as to all signatures:

Steve B. Cella
[Signature]

DUNDEE CITRUS GROWERS
ASSOCIATION

By: [Signature]
(W. Lindsay Raley, Jr., President)

DUNDEE PROPERTY HOLDINGS, LLC

By: Dundee Citrus Growers Association,
Manager

By: [Signature]
(W. Lindsay Raley, Jr., President)

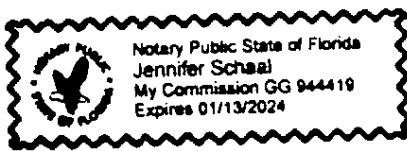
WINTER HAVEN CITRUS GROWERS
ASSOCIATION

By: [Signature]
(Richard C. Goodman, President)

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2020 MAY -5 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FL

STATE OF FLORIDA
COUNTY OF POLK

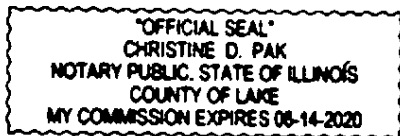
The foregoing Articles of Incorporation were acknowledged before me on this 29th
day of April, 2020 by W. Lindsay Raley, Jr., in his capacity as President of
DUNDEE CITRUS GROWERS ASSOCIATION, who is personally known to me or who
produced NA as identification.



Jennifer Schaal
NOTARY PUBLIC
My Commission expires: 01/13/2024

STATE OF IL
COUNTY OF Lake

The foregoing Articles of Incorporation were acknowledged before me on this 23rd
day of April, 2020 by Richard C. Goodman, in his capacity as President of
WINTER HAVEN CITRUS GROWERS ASSOCIATION, who is personally known to me or
who produced N/A as identification.



Christine D. Pak
NOTARY PUBLIC
My Commission expires: 6/14/2020

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2020 MAY -5 PM 4:00
CLERK OF STATE
TALLAHASSEE, FL

SCHEDULE "A"

(Legal Description)

PCL 1 (25-30-12-000000-023030)

The North $\frac{1}{2}$ of the Northwest $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of Section 12, Township 30 South, Range 25 East, LESS AND EXCEPT County maintained Road right-of-way for Sand Lake Road along the West and North boundaries thereof, Polk County, Florida.

PCL 2 (25-30-12-000000-023010)

The Southeast $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of Section 12, Township 30 South, Range 25 East, Polk County, Florida.

PCL 3 (25-30-12-000000-021020)

The West $\frac{1}{2}$ of the Northeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$; LESS AND EXCEPT a 15 foot strip on the North side thereof, to be used as a public road right-of-way; and the North 50 feet of the West 15 feet of the Southeast $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$, all in Section 12, Township 30 South, Range 25 East, Polk County, Florida.

PCL 4 (25-30-12-000000-021010)

The Northeast $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of Section 12, Township 30 South, Range 25 East, Polk County, Florida.

PCL 5 (25-30-12-000000-021030)

Southeast $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$, LESS North 50 feet of the West 15 feet thereof, Section 12, Township 30 South, Range 25 East, Polk County, Florida.

PCL 6 (25-30-12-000000-022000)

The South $\frac{1}{2}$ of the Southeast $\frac{1}{4}$ of Section 12, Township 30 South, Range 25 East, LESS AND EXCEPT County maintained road right-of-way along the West boundary for Sand Lake Road, along the South boundary for Cox Road and along the East Boundary for County Road 655A and 80 Foot Road, Polk County, Florida.

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2020 MAY -5 PM 4:00
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TALLAHASSEE, FL

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

AND REGISTERED OFFICE

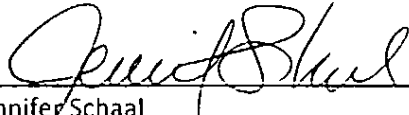
Under the provisions of Sections 608.415 or 608.507 Florida Statutes, CUPS Co-op II, Inc. submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

1. The name of the corporation is: CUPS Co-op II, Inc.
2. The name and street address of the Registered Agent in Florida are:

Jennifer Schaal
111 1st St N
Dundee, FL 33838

The undersigned, being the Registered Agent of CUPS Co-op II, Inc., hereby consents to accept service of process for the above-stated Corporation at the place designated in the Articles of Incorporation, accepts appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of his or her duties and is familiar with and accepts the obligations of the position of Registered Agent.

Dated this 30th day of April, 2020.



Jennifer Schaal
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FL