

P22 000034215

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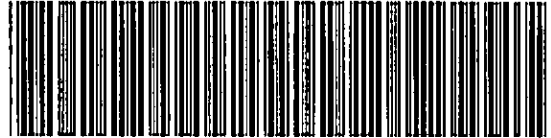
Certified Copies _____ Certificates of Status _____

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W22000034423

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Roper Growers Corp.
Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Leslie E. Perryman, Paralegal
Contact Person

Dean Mead
Firm/Company

P.O. Box 2346
Address

Orlando, FL 32802-2346
City, State and Zip Code

lperryman@deanmead.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Leslie E. Perryman at (407) 428-5119
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 ☐ \$113.75 Filing Fees ☒ \$122.50 Filing Fees.
and Certificate of Status and Certified Copy Certified Copy, and
Certificate of Status

Mailing Address:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 16, 2022

STACIA HALL
PO BOX 770218
WINTER GARDEN, FL 34777-0218

SUBJECT: ROPER GROWERS CO
Ref. Number: W22000034423

We have received your document for ROPER GROWERS CO and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes prohibits a Florida non-profit corporation from being a party in a conversion. A Florida non-profit corporation may be a party in a merger; however, the Florida non-profit corporation must be the surviving entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Karen Lovelace
Regulatory Specialist II

Letter Number: 122A00006253

CLERK OF THE
TALLAHASSEE, FLORIDA

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**STATEMENT OF
ROPER GROWERS COOPERATIVE
TO ACCOMPANY ARTICLES OF INCORPORATION
AS REQUIRED BY SECTION 618.221, FLORIDA STATUTES**

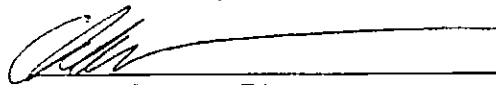
ROPER GROWERS COOPERATIVE, a Florida non-profit agricultural cooperative marketing association (the "Association"), that was incorporated under or adopted the provisions of Chapter 618 of the Florida Statutes, hereby makes this statement regarding conversion to a Florida corporation for profit under part I of Chapter 607, in accordance with Section 618.221 of the Florida Statutes as follows:

1. The Association, by a majority vote of its shareholders, has decided to surrender all rights, powers and privileges as a non-profit cooperative marketing association under Chapter 618 of the Florida Statutes.

2. The Association, by a majority vote of its shareholders, has decided to do business under and be bound by Part 1 of Chapter 607 of the Florida Statutes, as a corporation for profit.

3. The Association, by a majority vote of its shareholders, has authorized all changes accordingly.

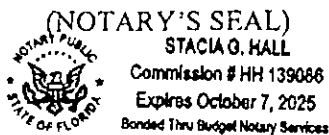
Under penalties of perjury, each of the four Directors of the Association (signed and sworn below) declare that the Director has read the foregoing Statement, and that the facts stated therein are true and correct to the best of such Director's knowledge and belief.

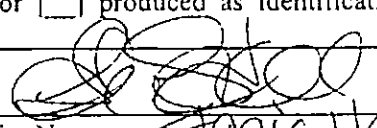


Charles F. Roper, Director

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me by means of ☒ physical presence or ☐ online notarization, this 16th day of May, 2022, by Charles F. Roper, as a Director of Roper Growers Cooperative, and who is ☒ personally known or ☐ produced as identification (type of identification produced) _____





Print Name: Stacia Hall
Notary Public, State of Florida
My Commission Expires: 10/7/25
Commission Number: _____

NOTARY PUBLIC
STATE OF FLORIDA

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Rebecca A. Roper
Rebecca A. Roper, Director

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me by means of ☒ physical presence or ☐ online notarization, this 6th day of May, 2022, by Rebecca A. Roper, as a Director of Roper Growers Cooperative, and who is ☒ personally known or ☐ produced as identification (type of identification produced) _____.



Stacia Hall
Print Name: _____
Notary Public, State of Florida
My Commission Expires: 10/7/2025
Commission Number: _____

Preston R. Roper, Director

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me by means of ☐ physical presence or ☐ online notarization, this ____ day of May, 2022, by Preston R. Roper, as a Director of Roper Growers Cooperative, and who is ☐ personally known or ☐ produced as identification (type of identification produced) _____.

(NOTARY'S SEAL)

Print Name: _____
Notary Public, State of Florida
My Commission Expires: _____
Commission Number: _____

Rebecca A. Roper, Director

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me by means of ☐ physical presence or ☐ online notarization, this ____ day of May, 2022, by Rebecca A. Roper, as a Director of Roper Growers Cooperative, and who is ☐ personally known or ☐ produced as identification (type of identification produced) _____.

(NOTARY'S SEAL)

Print Name: _____
Notary Public, State of Florida
My Commission Expires: _____
Commission Number: _____

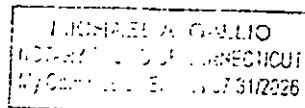
Preston R. Roper, Director

STATE OF FLORIDA *Connecticut* *RR*
COUNTY OF ORANGE *Fairfield* *RR*

Sworn to and subscribed before me by means of ☒ physical presence or ☐ online notarization, this 6th day of May, 2022, by Preston R. Roper, as a Director of Roper Growers Cooperative, and who is ☐ personally known or ☒ produced as identification (type of identification produced) CA DL A9132835.

(NOTARY'S SEAL)

Print Name: Michael Gallio
Notary Public, State of Florida *Connecticut*
My Commission Expires: 7/31/26
Commission Number: SNPC0154246



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CLERK OF STATE
TALLAHASSEE, FLORIDA

LED

Ed Roper
Ed Roper, Director

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me by means of ☒ physical presence or ☐ online notarization, this 9 day of May, 2022, by Ed Roper, as a Director of Roper Growers Cooperative, and who is ☒ personally known or ☐ produced as identification (type of identification produced) _____.



Dessa Leah Smith
Print Name: DESSA LEAH SMITH
Notary Public, State of Florida
My Commission Expires: NOVEMBER 14, 2024
Commission Number: 607635

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROPER GROWERS CORP.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for the Corporation, in connection with the conversion of the Corporation from an agricultural cooperative marketing association under Chapter 618 of the Florida Statutes to a corporation for profit under the laws of the State of Florida:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be ROPER GROWERS CORP.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation is 146 W. Plant Street, Suite 250, Winter Garden, Florida 34787. The mailing address of the Corporation is P.O. Box 770218, Winter Garden, Florida 34777-0218.

ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida shall be 146 W. Plant Street, Suite 250, Winter Garden, Florida 34787. The name of the registered agent of this Corporation at that address is Charles F. Roper. The Board of Directors from time to time may move the registered office to any other address in Florida and may designate a new registered agent.

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TALLAHASSEE, FLORIDA

ARTICLE IV - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized (or not prohibited) by Part I of Chapter 607, Florida Statutes, as the same may be amended from time to time.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Charles F. Roper	146 W. Plant Street, Suite 250 Winter Garden, Florida 34787
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ARTICLE VI - BOARD OF DIRECTORS

The number of directors of this Corporation shall be four (4). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

The names and addresses of the members of the Board of Directors are as follows:

Charles F. Roper	146 W. Plant Street, Suite 250 Winter Garden, Florida 34787
Rebecca A. Roper	146 W. Plant Street, Suite 250 Winter Garden, Florida 34787
Bert E. Roper, Jr.	146 W. Plant Street, Suite 250 Winter Garden, Florida 34787
Preston R. Roper	146 W. Plant Street, Suite 250 Winter Garden, Florida 34787

CLERK OF
SALAH, ASSEC. FLORIDA

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ARTICLE VII - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Million (1,000,000) shares of common stock having a par value of one penny (\$0.01) per share. The relative rights of the stockholders shall

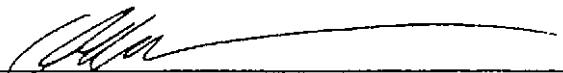
be protected and preserved upon the Corporation's conversion from an association incorporated under (or that adopted the provisions of) Chapter 618 of the Florida Statutes into a for profit corporation under part I of Chapter 607 of the Florida Statutes.

ARTICLE VIII - INDEMNIFICATION

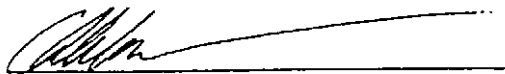
This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 10th day of May, 2022.

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

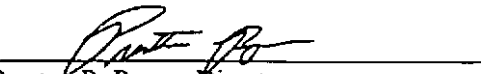

Charles F. Roper, President

All of the undersigned members of the Board of Directors join in the execution of these Articles of Incorporation of Roper Growers Corp., as required by Section 618.221 of the Florida Statutes.


Charles F. Roper, Director

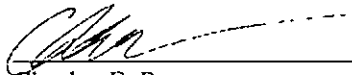

Rebecca A. Roper, Director


Bert E. Roper, Jr., Director


Preston R. Roper, Director

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept the appointment as registered agent as provided for in §607.0505, Fla. Stat.



Charles F. Roper

Date: May 10, 2022

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA