

P23000033354

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



S. CHATHAM
APR 27 2023

500406669225

04/28/23--01001--015

2023 APR 27 PM 3:11

FILED

ALLAHASSEE, FLORIDA

2023 APR 27 PM 4:19

RECEIVED

**PROCTOR FAMILY FARMS, INC.
(A FLORIDA CORPORATION)**

TRANSMITTAL LETTER

**PROCTOR FAMILY FARMS, INC.
ARTICLES OF INCORPORATION**

27APR23

TO: DIVISIONS OF CORPORATIONS – NEW FILING SECTION
FLORIDA DEPARTMENT OF STATE
2661 EXECUTIVE CENTER CIRCLE
TALLAHASSEE, FLORIDA 32301

FR: ALLEN L. KINMAN – INCORPORATOR
FOUNDER, CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
A. L. KINMAN COMPANY, 450054 STATE ROAD 200, BOX 1832, CALLAHAN, NASSAU, FLORIDA, USA, 32011
904.395.7335

RE: ARTICLES OF INCORPORATION

DEAR SIR/MADAM,
ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION FOR THE ABOVE REFERENCED CORPORATION AND
ENCLOSED IS OUR MONEY ORDER IN THE AMOUNT OF:
EIGHTY-FIVE DOLLARS AND ZERO CENTS (\$87.50) FOR THE AMENDMENT FEE

THANK YOU FOR YOUR ATTENTION IN THIS MATTER.

SINCERELY,



Date: 27APR23

ALLEN L. KINMAN – INCORPORATOR
FOUNDER, CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
A. L. KINMAN COMPANY, 450054 STATE ROAD 200, BOX 1832, CALLAHAN, NASSAU, FLORIDA, USA, 32011
904.395.7335

PROCTOR FAMILY FARMS, INC.
(A FLORIDA FOR-PROFIT CORPORATION)
ARTICLES OF INCORPORATION

IN COMPLIANCE WITH FLORIDA STATUTE, TITLE XXXVI, STATUTE 607 BUSINESS ORGANIZATION FLORIDA CORPORATIONS ACT, THE FLORIDA FOR-PROFIT CORPORATION "PROCTOR FAMILY FARMS, INC., HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION AS FOLLOWS:

ARTICLE I: NAME

SECTION 1.01 NAME: THE NAME OF THE CORPORATION SHALL BE:
PROCTOR FAMILY FARMS, INC.

ARTICLE II: OFFICES

SECTION 2.01 OFFICES: THE CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IN THE STATE OF FLORIDA AND MAY HAVE SUCH OTHER OFFICES AND PLACES OF BUSINESS WITHIN OR WITHOUT THE STATE OF FLORIDA AND/OR NATIONWIDE AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE OR THE BUSINESS OF THE CORPORATION MAY REQUIRE.

THE PRINCIPAL OFFICES OF THE CORPORATION SHALL BE:

106 South Starling Drive, Palm Coast, FL 32164

THE MAILING ADDRESS OF THE CORPORATION SHALL BE:

106 South Starling Drive, Palm Coast, FL 32164

ARTICLE III: PURPOSE

SECTION 3.01 PURPOSE: THIS CORPORATION IS ORGANIZED FOR THE PURPOSES OF TRANSACTING ANY AND ALL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER, PURSUANT TO FLORIDA STATUTES (N.S.), (PROFIT) INCLUDING, BUT NOT LIMITED TO, THE DEVELOPMENT OF, THE INVESTMENT IN AND MANAGEMENT OF, ANY LAWFUL BUSINESS IN, BUT NOT LIMITED, TO THE STATE OF FLORIDA.

ARTICLE IV: STOCKS

SECTION 4.01 STOCKS: THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE 50,000 SHARES OF CAPITAL STOCK OF WHICH 50,000 SHARES SHALL BE COMMON STOCK. THE STOCK SHALL BE WITHOUT PAR VALUE.

ARTICLE V: STOCKHOLDERS

SECTION 5.01 STOCKHOLDERS: THE STOCKHOLDERS OF THE CORPORATION SHALL BE:

PROCTOR FAMILY FARMS, INC.

30%

THE PROCTOR COMPANY

70%

SECTION 5.01 PLACE OF MEETINGS: MEETINGS OF STOCKHOLDERS FOR ANY PURPOSE MAY BE HELD AT SUCH PLACE OR PLACES, EITHER WITHIN OR WITHOUT THE STATE OF FLORIDA, AS SHALL BE DESIGNATED BY THE BOARD OF DIRECTORS, OR BY THE CHAIRPERSON WITH RESPECT TO MEETINGS CALLED BY HIM/HER.

SECTION 5.02 MONTHLY MEETINGS: THE MONTHLY MEETINGS OF STOCKHOLDERS SHALL BE HELD ON THE FIFTH DAY OF EACH MONTH. AT SUCH MEETING, THE STOCKHOLDERS SHALL ELECT A BOARD OF DIRECTORS AND TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

SECTION 5.03 SPECIAL MEETINGS: SPECIAL MEETINGS OF STOCKHOLDERS MAY BE CALLED AT ANY TIME BY THE BOARD OF DIRECTORS OR BY THE CHAIRPERSON AND SHALL BE CALLED BY THE SECRETARY AT THE REQUEST OF STOCKHOLDERS OWNING A MAJORITY OF THE SHARES OF THE CORPORATION THEN OUTSTANDING AND ENTITLED TO VOTE.

SECTION 5.04 NOTICE OF MEETINGS: WRITTEN NOTICE OF THE MONTHLY MEETING OR ANY SPECIAL MEETINGS OF STOCKHOLDERS SHALL BE GIVEN TO EACH STOCKHOLDER ENTITLED TO VOTE THEREAT, NOT LESS THAN TEN (10) DAYS NOR MORE THAN TWENTY (20) DAYS PRIOR TO THE MEETING, EXCEPT AS OTHERWISE REQUIRED BY STATUTE, AND SHALL STATE THE TIME AND PLACE AND, IN THE CASE OF A SPECIAL MEETING, THE PURPOSE OR PURPOSES OF THE MEETING. NOTICE NEED NOT BE GIVEN, HOWEVER, TO ANY STOCKHOLDER WHO SUBMITS A SIGNED WAIVER OF NOTICE, BEFORE OR AFTER THE MEETING, OR WHO ATTENDS THE MEETING IN PERSON OR BY PROXY WITHOUT OBJECTING TO THE TRANSACTION OF BUSINESS.

SECTION 5.05 QUORUM: AT ALL MEETINGS OF STOCKHOLDERS, THE HOLDERS OF A MAJORITY OF THE STOCK ISSUED AND OUTSTANDING AND ENTITLED TO VOTE THEREAT, PRESENT IN PERSON OR REPRESENTED BY PROXY, SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS. EXCEPT AS OTHERWISE PROVIDED BY STATUTE, THE CERTIFICATE OF INCORPORATION OR THESE ARTICLES, WHEN A QUORUM IS ONCE PRESENT TO ORGANIZE A MEETING, IT IS NOT BROKEN BY THE SUBSEQUENT WITHDRAWAL OF ANY STOCKHOLDER.

(THIS SECTION OF THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY)

PROCTOR FAMILY FARMS, INC.
(A FLORIDA FOR-PROFIT CORPORATION)
ARTICLES OF INCORPORATION

CONTINUED

SECTION 5.06 VOTING: AT ALL MEETINGS OF STOCKHOLDERS, EACH STOCKHOLDER HAVING THE RIGHT TO VOTE THEREAT MAY VOTE IN PERSON OR BY PROXY, AND, UNLESS OTHERWISE PROVIDED IN THE CERTIFICATE OF INCORPORATION OR IN ANY RESOLUTION PROVIDING FOR THE ISSUANCE OF ANY CLASS OR SERIES OF STOCK ADOPTED BY THE BOARD OF DIRECTORS PURSUANT TO AUTHORITY VESTED IN THE BOARD BY THE CERTIFICATE OF INCORPORATION, SHALL HAVE ONE VOTE FOR EACH SHARE OF STOCK REGISTERED IN HIS NAME. ELECTION OF DIRECTORS SHALL BE BY WRITTEN BALLOT. WHEN A QUORUM IS ONCE PRESENT AT ANY MEETING OF STOCKHOLDERS, A MAJORITY OF THE VOTES CAST, WHETHER IN PERSON OR REPRESENTED BY PROXY, SHALL DECIDE ANY QUESTION OR PROPOSED ACTION BROUGHT BEFORE SUCH MEETING, EXCEPT FOR THE ELECTION OF DIRECTORS, WHO SHALL BE ELECTED BY A PLURALITY OF THE VOTES CAST, OR UNLESS THE QUESTION OR ACTION IS ONE UPON WHICH A DIFFERENT VOTE IS REQUIRED BY EXPRESS PROVISION OF STATUTE, THE CERTIFICATE OF INCORPORATION OR THESE ARTICLES OR AN AGREEMENT AMONG STOCKHOLDERS, IN WHICH CASE SUCH PROVISION SHALL GOVERN THE VOTE ON THE DECISION OF SUCH QUESTION OR ACTION.

SECTION 5.07 ADJOURNED MEETINGS: ANY MEETING OF STOCKHOLDERS MAY BE ADJOURNED TO A DESIGNATED TIME AND PLACE BY A VOTE OF A MAJORITY IN INTEREST OF THE STOCKHOLDERS PRESENT IN PERSON OR BY PROXY AND ENTITLED TO VOTE, EVEN THOUGH LESS THAN A QUORUM IS PRESENT, OR BY THE CHAIRPERSON IF A QUORUM OF STOCKHOLDERS IS NOT PRESENT. NO NOTICE OF SUCH ADJOURNED MEETING NEED BE GIVEN, OTHER THAN BY ANNOUNCEMENT AT THE MEETING AT WHICH ADJOURNMENT IS TAKEN, AND ANY BUSINESS MAY BE TRANSACTED AT THE ADJOURNED MEETING WHICH MIGHT HAVE BEEN TRANSACTED AT THE MEETING AS ORIGINALLY CALLED. HOWEVER, IF SUCH ADJOURNMENT IS FOR MORE THAN THIRTY DAYS, OR IF AFTER SUCH ADJOURNMENT A NEW RECORD DATE IS FIXED FOR THE ADJOURNED MEETING, A NOTICE OF THE ADJOURNED MEETING SHALL BE GIVEN TO EACH STOCKHOLDER OF RECORD ENTITLED TO VOTE AT SUCH MEETING.

SECTION 5.08 ACTION BY WRITTEN CONSENT OF STOCKHOLDERS: ANY ACTION OF THE STOCKHOLDERS REQUIRED OR PERMITTED TO BE TAKEN AT ANY REGULAR OR SPECIAL MEETING THEREOF MAY BE TAKEN WITHOUT ANY SUCH MEETING, NOTICE OF MEETING OR VOTE IF A CONSENT IN WRITING SETTING FORTH THE ACTION THEREBY TAKEN IS SIGNED BY THE HOLDERS OF OUTSTANDING STOCK HAVING NOT LESS THAN THE NUMBER OF VOTES THAT WOULD HAVE BEEN NECESSARY TO AUTHORIZE SUCH ACTION AT A MEETING AT WHICH ALL SHARES ENTITLED TO VOTE WERE PRESENT AND VOTED. PROMPT NOTICE OF THE TAKING OF ANY SUCH ACTION SHALL BE GIVEN TO ANY STOCKHOLDERS ENTITLED TO VOTE WHO HAVE NOT SO CONSENTED IN WRITING.

SECTION 5.09 STOCKHOLDERS OF RECORD: THE STOCKHOLDERS FROM TIME TO TIME ENTITLED TO NOTICE OF OR TO VOTE AT ANY MEETING OF STOCKHOLDERS OR ANY ADJOURNMENT THEREOF, OR TO EXPRESS CONSENT TO ANY CORPORATE ACTION WITHOUT A MEETING, OR ENTITLED TO RECEIVE PAYMENT OF ANY DIVIDEND OR OTHER DISTRIBUTION OR THE ALLOTMENT OF ANY RIGHTS, OR ENTITLED TO EXERCISE ANY RIGHTS IN RESPECT OF ANY CHANGE, CONVERSION OR EXCHANGE OF STOCK OR FOR THE PURPOSE OF ANY OTHER LAWFUL ACTION, SHALL BE THE STOCKHOLDERS OF RECORD AS OF THE CLOSE OF BUSINESS ON A DATE FIXED BY THE BOARD OF DIRECTORS AS THE RECORD DATE FOR ANY SUCH PURPOSE. SUCH A RECORD DATE SHALL NOT PRECEDE THE DATE UPON WHICH THE RESOLUTION FIXING THE RECORD DATE IS ADOPTED BY THE BOARD OF DIRECTORS, AND SHALL NOT, WITH RESPECT TO STOCKHOLDER MEETINGS, BE MORE THAN SIXTY DAYS NOR LESS THAN TEN DAYS BEFORE THE DATE OF SUCH MEETING, OR, WITH RESPECT TO STOCKHOLDER CONSENTS, MORE THAN TEN DAYS AFTER THE DATE UPON WHICH THE RESOLUTION FIXING THE RECORD DATE IS ADOPTED BY THE BOARD OF DIRECTORS. IF THE BOARD OF DIRECTORS DOES NOT FIX A RECORD DATE,

(I) THE RECORD DATE FOR THE DETERMINATION OF STOCKHOLDERS ENTITLED TO NOTICE OF OR TO VOTE AT A MEETING OF STOCKHOLDERS SHALL BE AS OF THE CLOSE OF BUSINESS ON THE DAY NEXT PRECEDING THE DAY ON WHICH NOTICE OF SUCH MEETING IS GIVEN, OR, IF NOTICE IS WAIVED AS PROVIDED HEREIN, ON THE DAY NEXT PRECEDING THE DAY ON WHICH THE MEETING IS HELD;

(II) THE RECORD DATE FOR DETERMINING STOCKHOLDERS ENTITLED TO EXPRESS CONSENT TO CORPORATE ACTION IN WRITING WITHOUT A MEETING, WHERE NO PRIOR ACTION BY THE BOARD OF DIRECTORS IS NECESSARY, SHALL BE THE CLOSE OF BUSINESS ON THE DAY ON WHICH THE FIRST SIGNED WRITTEN CONSENT SETTING FORTH THE ACTION TAKEN OR PROPOSED TO BE TAKEN IS DELIVERED TO THE CORPORATION; AND

(III) THE RECORD DATE FOR DETERMINING STOCKHOLDERS FOR ANY OTHER PURPOSE SHALL BE AT THE CLOSE OF BUSINESS ON THE DAY ON WHICH THE RESOLUTION OF THE BOARD OF DIRECTORS RELATING THERETO IS ADOPTED.

SECTION 5.10 STOCKHOLDERS AGREEMENT: SHOULD THE CORPORATION AT ANY TIME, OR FROM TIME TO TIME, BE PARTY TO A STOCKHOLDER'S AGREEMENT (A "STOCKHOLDERS AGREEMENT"), THEN NOTWITHSTANDING ANYTHING TO THE CONTRARY CONTAINED IN THESE ARTICLES, IN THE EVENT OF ANY CONFLICT BETWEEN ANY PROVISION OF SUCH STOCKHOLDERS AGREEMENT AND ANY PROVISION OF THESE ARTICLES, SUCH CONFLICTING PROVISION OF THE STOCKHOLDER'S AGREEMENT SHALL BE INCORPORATED HEREIN AS AN ARTICLE AND SHALL CONTROL.

SECTION 5.11 CERTIFICATES: UNLESS OTHERWISE PROVIDED PURSUANT TO THE GENERAL CORPORATION LAW OF THE STATE OF FLORIDA, THE SHARES OF STOCK OF THE CORPORATION SHALL BE REPRESENTED BY CERTIFICATES, AS PROVIDED BY THE GENERAL CORPORATION LAW OF THE STATE OF FLORIDA. THEY SHALL BE NUMBERED AND ENTERED IN THE BOOKS OF THE CORPORATION AS THEY ARE ISSUED.

(THIS SECTION OF THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY)

PROCTOR FAMILY FARMS, INC.
(A FLORIDA FOR-PROFIT CORPORATION)
ARTICLES OF INCORPORATION

CONTINUED

SECTION 5.12 LOST OR DESTROYED CERTIFICATES: THE BOARD OF DIRECTORS MAY IN ITS DISCRETION AUTHORIZE THE ISSUANCE OF A NEW CERTIFICATE OR CERTIFICATES IN PLACE OF ANY CERTIFICATE OR CERTIFICATES THERETOFORE ISSUED BY THE CORPORATION, ALLEGED TO HAVE BEEN LOST, STOLEN OR DESTROYED, AS A CONDITION OF SUCH ISSUANCE. THE BOARD OF DIRECTORS MAY REQUIRE, EITHER GENERALLY OR IN EACH CASE, THE RECORD HOLDER OF SUCH CERTIFICATES, OR HIS LEGAL REPRESENTATIVE, TO FURNISH AN AFFIDAVIT SETTING FORTH THE FACTS OF SUCH ALLEGED LOSS, THEFT OR DESTRUCTION, TOGETHER WITH PROOF OF ADVERTISEMENT OF THE ALLEGED LOSS, THEFT OR DESTRUCTION, AND A BOND WITH SUCH SURETY AND IN SUCH FORM AND AMOUNT AS THE BOARD MAY SPECIFY INDEMNIFYING THE CORPORATION, ANY TRANSFER AGENT AND REGISTRAR AGAINST ANY CLAIM AGAINST ANY OF THEM RELATING TO SUCH LOST, STOLEN OR DESTROYED CERTIFICATES.

SECTION 5.13 TRANSFER OF SHARES: UPON SURRENDER TO THE CORPORATION OR THE TRANSFER AGENT OF THE CORPORATION OF A CERTIFICATE FOR SHARES OR OTHER SECURITIES OF THE CORPORATION DULY ENDORSED OR ACCOMPANIED BY PROPER EVIDENCE OF SUCCESSION, ASSIGNMENT OR AUTHORITY TO TRANSFER, THE CORPORATION SHALL ISSUE A NEW CERTIFICATE TO THE PERSON ENTITLED THERETO, AND CANCEL THE OLD CERTIFICATE, EXCEPT TO THE EXTENT THE CORPORATION OR SUCH TRANSFER AGENT MAY BE PREVENTED FROM SO DOING BY LAW, BY THE ORDER OR PROCESS OF ANY COURT OF COMPETENT JURISDICTION, OR UNDER ANY VALID RESTRICTION ON TRANSFER IMPOSED BY THE CERTIFICATE OF INCORPORATION, THESE BY-LAWS, OR AGREEMENT OF SECURITY HOLDERS. EVERY SUCH TRANSFER SHALL BE ENTERED ON THE TRANSFER BOOKS OF THE CORPORATION. THE CORPORATION SHALL BE ENTITLED TO TREAT THE HOLDER OF RECORD OF ANY SHARE OR OTHER SECURITY OF THE CORPORATION AS THE HOLDER IN FACT THEREOF AND SHALL NOT BE BOUND TO RECOGNIZE ANY EQUITABLE OR OTHER CLAIM TO OR INTEREST IN SUCH SHARE OR SECURITY ON THE PART OF ANY OTHER PERSON WHETHER OR NOT IT SHALL HAVE EXPRESS OR OTHER NOTICE THEREOF, EXCEPT AS EXPRESSLY PROVIDED BY LAW.

ARTICLE VI: ROYALTIES

SECTION 6.01: ROYALTIES:

THE FOLLOWING ENTITIES SHALL RECEIVE ROYALTIES EQUAL TO AN AMOUNT OF TWO AND A HALF PERCENT (2.5%) OF THE CORPORATION'S GROSS REVENUES:

1. THE HORACE PROCTOR FOUNDATION, A NOT-FOR-PROFIT COMPANY,
2. CHRISTIAN MINISTRIES CORPORATION - USA, A NOT-FOR-PROFIT COMPANY

(THIS SECTION OF THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY)

FILED
2023 APR 27 PM 5:11
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

**PROCTOR FAMILY FARMS, INC.
(A FLORIDA FOR-PROFIT CORPORATION)
ARTICLES OF INCORPORATION**

CONTINUED

ARTICLE VII: DIRECTORS

SECTION 7.01 BOARD OF DIRECTORS: THE INITIAL EXECUTIVE BOARD OF DIRECTORS SHALL BE: CHAIRMAN, ALLEN L. KINMAN, PRESIDENT & CHIEF EXECUTIVE OFFICER, A L KINMAN COMPANY
DIRECTOR, AMY N SHELTON, PRESIDENT & CHIEF EXECUTIVE OFFICER, A N SHELTON COMPANY
DIRECTOR, TABATHA D M CANNON, PRESIDENT & CHIEF EXECUTIVE OFFICER, T D M CANNON COMPANY
DIRECTOR, WARREN K. LONG, PRESIDENT & CHIEF EXECUTIVE OFFICER, W K LONG COMPANY
DIRECTOR, TERESA L. ELLISON, PRESIDENT & CHIEF EXECUTIVE OFFICER, T. L. ELLISON COMPANY
DIRECTOR, NICHOLAS A. MCABEE, PRESIDENT & CHIEF EXECUTIVE OFFICER, N. A. MCABEE COMPANY
DIRECTOR, MARILOU JACOBSEN, PRESIDENT & CHIEF EXECUTIVE OFFICER, M L JACOBSEN COMPANY
DIRECTOR, KEITH R. ELLIOT, PRESIDENT & CHIEF EXECUTIVE OFFICER, K R ELLIOTT COMPANY
DIRECTOR, JAY HOWARD GIVARZ, PRESIDENT & CHIEF EXECUTIVE OFFICER, J H GIVARZ COMPANY
DIRECTOR, HORACE P A PROCTOR, PRESIDENT & CHIEF EXECUTIVE OFFICER, H P A PROCTOR COMPANY
DIRECTOR, HORACE P A PROCTOR, PRESIDENT & CHIEF EXECUTIVE OFFICER, PROCTOR FAMILY FARMS, INC.

SECTION 7.02 NUMBER: THE NUMBER OF DIRECTORS SHALL BE OPEN AND SHALL BE ADJUSTED AS NEEDED.

SECTION 7.03 ELECTION AND TERM OF DIRECTORS: AT EACH ANNUAL MEETING OF THE STOCKHOLDERS, THE STOCKHOLDERS SHALL ELECT DIRECTORS TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING. EACH DIRECTOR SHALL HOLD OFFICE UNTIL THE EXPIRATION OF SUCH TERM AND UNTIL HIS SUCCESSOR, IF ANY, HAS BEEN ELECTED AND QUALIFIED, OR UNTIL HIS EARLIER RESIGNATION OR REMOVAL.

SECTION 7.04 MONTHLY MEETINGS: THE BOARD OF DIRECTORS SHALL MEET MONTHLY. EVERY MONTHLY MEETING SHALL BE HELD ON THE 5TH DAY OF EACH MONTH TO DISCUSS PAST, CURRENT AND FUTURE BUSINESS. NO PRIOR NOTICE SHALL BE REQUIRED FOR THE MONTHLY MEETINGS OF THE BOARD OF DIRECTORS.

SECTION 7.05 SPECIAL MEETINGS: THE BOARD OF DIRECTORS MAY CALL SPECIAL MEETINGS. SPECIAL MEETINGS MAY BE CALLED BY THE CHAIRPERSON. SPECIAL MEETINGS MAY BE HELD AT ANY TIME ON ANY DAY. NO PRIOR NOTICE SHALL BE REQUIRED FOR THE SPECIAL MEETINGS OF THE BOARD OF DIRECTORS.

SECTION 7.06 ANNUAL MEETINGS: THE BOARD OF DIRECTORS SHALL MEET PROMPTLY AFTER THE ANNUAL MEETING OF STOCKHOLDERS. NO NOTICE SHALL BE REQUIRED FOR THE ANNUAL MEETINGS OF THE BOARD OF DIRECTORS.

SECTION 7.07 PLACE OF MEETINGS: THE BOARD OF DIRECTORS MAY HOLD ITS MEETINGS, REGULAR OR SPECIAL, AT SUCH PLACES, EITHER WITHIN OR WITHOUT THE STATE OF FLORIDA, AS IT MAY FROM TIME TO TIME DETERMINE OR AS SHALL BE SET FORTH IN ANY NOTICE OF SUCH MEETING. ANY MEETING OF THE BOARD OF DIRECTORS MAY BE HELD BY MEANS OF CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT WHEREBY ALL PERSONS PARTICIPATING IN THE MEETING CAN HEAR EACH OTHER, AND SUCH PARTICIPATION SHALL CONSTITUTE PRESENCE AT THE MEETING.

SECTION 7.08 ADJOURNED MEETINGS: A MAJORITY OF THE DIRECTORS PRESENT, WHETHER OR NOT A QUORUM, MAY ADJOURN ANY MEETING OF THE BOARD OF DIRECTORS TO ANOTHER TIME AND PLACE. NOTICE OF SUCH ADJOURNED MEETING NEED NOT BE GIVEN IF THE TIME AND PLACE THEREOF ARE ANNOUNCED AT THE MEETING AT WHICH THE ADJOURNMENT IS TAKEN.

SECTION 7.09 QUORUM OF DIRECTORS: A MAJORITY OF ALL THE DIRECTORS SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS. THE TOTAL NUMBER OF DIRECTORS MEANS THE NUMBER OF DIRECTORS THE CORPORATION WOULD HAVE IF THERE WERE NO VACANCIES.

SECTION 7.10 ACTION OF THE BOARD OF DIRECTORS: THE VOTE OF A MAJORITY OF THE DIRECTORS PRESENT AT A MEETING AT WHICH A QUORUM IS PRESENT SHALL BE THE ACT OF THE BOARD OF DIRECTORS, UNLESS THE QUESTION OR ACTION IS ONE UPON WHICH A DIFFERENT VOTE IS REQUIRED BY EXPRESS PROVISION OF STATUTE, THE CERTIFICATE OF INCORPORATION OR THESE BY-LAWS, IN WHICH CASE SUCH PROVISION SHALL GOVERN THE VOTE ON THE DECISION OF SUCH QUESTION OR ACTION. EACH DIRECTOR PRESENT SHALL HAVE ONE VOTE.

(THIS SECTION OF THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY)

PROCTOR FAMILY FARMS, INC.
(A FLORIDA FOR-PROFIT CORPORATION)
ARTICLES OF INCORPORATION

CONTINUED

SECTION 7.11 ACTION BY WRITTEN CONSENT OF DIRECTORS: ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT ANY MEETING OF THE BOARD OF DIRECTORS OR OF ANY COMMITTEE THEREOF MAY BE TAKEN WITHOUT A MEETING, IF A WRITTEN CONSENT THERETO IS SIGNED BY ALL MEMBERS OF THE BOARD OF DIRECTORS OR OF SUCH COMMITTEE, AND SUCH WRITTEN CONSENT IS FILED WITH THE MINUTES OF PROCEEDINGS OF THE BOARD OF DIRECTORS OR COMMITTEE.

SECTION 7.12 RESIGNATION: A DIRECTOR MAY RESIGN AT ANY TIME BY GIVING WRITTEN NOTICE TO THE BOARD OF DIRECTORS, THE CHAIRPERSON OF THE CORPORATION, UNLESS OTHERWISE SPECIFIED IN THE NOTICE, THE RESIGNATION SHALL TAKE EFFECT UPON RECEIPT BY THE BOARD OF DIRECTORS OR SUCH OFFICER, AND ACCEPTANCE OF THE RESIGNATION SHALL NOT BE NECESSARY.

SECTION 7.13 NEWLY CREATED DIRECTORSHIPS AND VACANCIES: NEWLY CREATED DIRECTORSHIPS RESULTING FROM AN INCREASE IN THE NUMBER OF DIRECTORS OR VACANCIES OCCURRING IN THE BOARD OF DIRECTORS FOR ANY REASON EXCEPT THE REMOVAL OF DIRECTORS WITHOUT CAUSE MAY BE FILLED BY A VOTE OF THE MAJORITY OF THE DIRECTORS THEN IN OFFICE, ALTHOUGH LESS THAN A QUORUM. VACANCIES OCCURRING BY REASON OF THE REMOVAL OF DIRECTORS WITHOUT CAUSE SHALL BE FILLED BY A VOTE OF THE STOCKHOLDERS. A DIRECTOR ELECTED TO FILL A NEWLY CREATED DIRECTORSHIP OR TO FILL ANY VACANCY SHALL HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS, AND UNTIL HIS SUCCESSOR, IF ANY, HAS BEEN ELECTED AND QUALIFIED.

SECTION 7.14 CHAIRMAN: AT ANY/ALL MEETINGS OF THE BOARD OF DIRECTORS, THE CHAIRMAN OF THE BOARD SHALL BE PRESENT AT ANY/ALL SUCH MEETINGS.

SECTION 7.15 COMMITTEES APPOINTED BY THE BOARD OF DIRECTORS: THE BOARD OF DIRECTORS MAY, BY RESOLUTION PASSED BY THE MAJORITY OF THE ENTIRE BOARD OF DIRECTORS OR BY WRITTEN CONSENT OF ALL OF THE DIRECTORS, DESIGNATE ONE OR MORE COMMITTEES, EACH COMMITTEE TO CONSIST OF ONE OR MORE OF THE DIRECTORS. THE BOARD MAY ALSO DESIGNATE ONE OR MORE DIRECTORS AS ALTERNATE MEMBERS OF ANY COMMITTEE WHO MAY REPLACE ANY ABSENT OR DISQUALIFIED COMMITTEE MEMBER AT ANY COMMITTEE MEETING, ANY SUCH COMMITTEE, TO THE EXTENT PROVIDED IN THE RESOLUTION, EXCEPT AS RESTRICTED BY LAW, SHALL HAVE AND MAY EXERCISE THE POWERS OF THE BOARD OF DIRECTORS IN THE MANAGEMENT OF THE AFFAIRS, BUSINESS AND PROPERTY OF THE CORPORATION, AND MAY AUTHORIZE THE SEAL OF THE CORPORATION TO BE AFFIXED TO ALL PAPERS WHICH MAY REQUIRE IT.

(THIS SECTION OF THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY)

FILED
2023 APR 27 PM 5:11
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

**PROCTOR FAMILY FARMS, INC.
(A FLORIDA FOR-PROFIT CORPORATION)
ARTICLES OF INCORPORATION**

CONTINUED

ARTICLE VIII OFFICERS

SECTION 8.01 OFFICERS: THE INITIAL EXECUTIVE OFFICES/OFFICERS OF THE CORPORATION SHALL BE:

PRESIDENT, HORACE P A PROCTOR

CHIEF EXECUTIVE OFFICER, HORACE P A PROCTOR

CHIEF OPERATIONS OFFICER, PRO TEM, ALLEN L KINMAN

CHIEF BUSINESS OFFICER, PRO TEM, HORACE P A PROCTOR

CHIEF MARKETING OFFICER, PRO TEM, HORACE P A PROCTOR

CHIEF FINANCIAL OFFICER, KEITH R ELLIOTT

CHIEF RELATIONS OFFICER, PRO TEM, HORACE P A PROCTOR

SECRETARY, PRO TEM, HORACE P A PROCTOR

SECTION 8.02 POWERS AND DUTIES: THE OFFICERS, AGENTS AND EMPLOYEES OF THE CORPORATION SHALL EACH HAVE SUCH POWERS AND PERFORM SUCH DUTIES IN THE MANAGEMENT OF THE AFFAIRS, PROPERTY AND BUSINESS OF THE CORPORATION, SUBJECT TO THE CONTROL OF AND LIMITATION BY THE BOARD OF DIRECTORS, AS GENERALLY PERTAIN TO THEIR RESPECTIVE OFFICES, AS WELL AS SUCH POWERS AND DUTIES AS MAY BE AUTHORIZED FROM TIME TO TIME BY THE BOARD OF DIRECTORS.

SECTION 8.03 SURETIES AND BONDS: IF THE BOARD OF DIRECTORS SHALL SO REQUIRE, ANY OFFICER, AGENT OR EMPLOYEE OF THE CORPORATION SHALL FURNISH TO THE CORPORATION A BOND IN SUCH SUM AND WITH SUCH SURETY OR SURETIES AS THE BOARD OF DIRECTORS MAY DIRECT, CONDITIONED UPON THE FAITHFUL PERFORMANCE OF HIS DUTIES TO THE CORPORATION AND INCLUDING RESPONSIBILITY FOR NEGLIGENCE AND FOR THE ACCOUNTING FOR ALL PROPERTY, FUNDS OR SECURITIES OF THE CORPORATION WHICH MAY COME INTO HIS HANDS.

ARTICLE IX INDEMNIFICATION

SECTION 9.01 INDEMNIFICATION: THE CORPORATION SHALL INDEMNIFY THE DIRECTORS, OFFICERS, AGENTS AND EMPLOYEES OF THE CORPORATION IN THE MANNER AND TO THE FULL EXTENT PROVIDED IN THE GENERAL CORPORATION LAW OF THE STATE OF FLORIDA. SUCH INDEMNIFICATION MAY BE IN ADDITION TO ANY OTHER RIGHTS TO WHICH ANY PERSON SEEKING INDEMNIFICATION MAY BE ENTITLED UNDER ANY AGREEMENT, VOTE OF STOCKHOLDERS OR DIRECTORS, ANY PROVISION OF THESE ARTICLES, BY-LAWS OR OTHERWISE.

ARTICLE X MISCELLANEOUS

SECTION 10.01 CORPORATE SEAL: THE SEAL OF THE CORPORATION SHALL BE CIRCULAR IN FORM AND BEAR THE NAME OF THE CORPORATION, THE YEAR OF ITS ORGANIZATION AND THE WORDS, "CORPORATE SEAL, FLORIDA". THE SEAL OF THE CERTIFICATES FOR SHARES OR ANY CORPORATE OBLIGATION FOR THE PAYMENT OF MONEY, OR ON ANY OTHER INSTRUMENT, MAY BE A FACSIMILE, ENGRAVED, PRINTED OR OTHERWISE REPRODUCED.

SECTION 10.02 EXECUTION OF INSTRUMENTS: ALL CORPORATE INSTRUMENTS AND DOCUMENTS SHALL BE SIGNED OR COUNTERSIGNED, EXECUTED BY THE CHIEF EXECUTIVE OFFICER, CHIEF OPERATIONS OFFICER AND CHIEF FINANCIAL OFFICER. ALL CORPORATE INSTRUMENTS, CONTRACTS AND DOCUMENTS SHALL BE VERIFIED AND RECORDED BY THE CHIEF BUSINESS OFFICER AND THE CORPORATE SECRETARY.

SECTION 10.03 FISCAL YEAR: THE FISCAL YEAR OF THE CORPORATION SHALL BE AS DETERMINED BY THE BOARD OF DIRECTORS.

SECTION 10.04 CORPORATE GUIDANCE: THIS CORPORATION AND ITS EXECUTIVE DIRECTORS, OFFICERS AND STAFF SHALL OPERATE THIS CORPORATION AND ANY/ALL OF ITS BUSINESS AFFAIRS ACCORDING TO THE "WORD OF GOD" REFERENCED BY THE KING JAMES VERSION DATED IN THE YEAR OF OUR LORD JESUS, 1611 A.D.

SECTION 10.05 OATH: AS AN OFFICER I SWEAR THAT I WILL SUPPORT AND DEFEND THE CONSTITUTION OF THE UNITED STATES AGAINST ALL ENEMIES, FOREIGN AND DOMESTIC. I WILL SUPPORT AND DEFEND THIS CORPORATION'S STOCKHOLDERS, OFFICERS, MANAGERS, AND EMPLOYEES. I WILL OBEY THE COMPANY'S ARTICLES OF INCORPORATION, THE COMPANY'S BY-LAWS AND THE COMPANY'S STANDARD OPERATING PROCEDURES, ACCORDING TO THE "WORD OF GOD" AND SO HELP ME GOD."

(THIS SECTION OF THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY)

2023 APR 27 PM 5:11
FBI

**PROCTOR FAMILY FARMS, INC.
(A FLORIDA FOR-PROFIT CORPORATION)
ARTICLES OF INCORPORATION**

CONTINUED

ARTICLE XI COMPENSATION

SECTION 11.01 COMPENSATION: TBD

ARTICLE XII AMENDMENTS

SECTION 12.01 AMENDMENTS: THESE ARTICLES MAY BE ALTERED, AMENDED OR REPEALED FROM TIME TO TIME BY THE STOCKHOLDERS OR BY THE BOARD OF DIRECTORS WITH THE ASSENT OR VOTE OF THE STOCKHOLDERS.


ARTICLE XIII BY-LAWS

SECTION 13.01 BY-LAWS: THESE ARTICLES OF INCORPORATION SHALL ACT AS THE CORPORATIONS INITIAL BY-LAWS AND MAY BE ALTERED, AMENDED OR REPEALED FROM TIME TO TIME BY THE STOCKHOLDERS OR BY THE BOARD OF DIRECTORS WITH A VOTE AND WRITTEN ASSENT FROM THE STOCKHOLDERS. THE COMPANY'S BY-LAWS AND STANDARD OPERATING PROCEDURES SHALL BE DESIGNED AND GOVERNED BY THE "WORD OF GOD" ACCORDING TO THE KING JAMES BIBLE 1611.

ARTICLE XIV REGISTERED AGENT

SECTION 14.01 REGISTERED AGENT: THE NAME AND ADDRESS OF THE REGISTERED AGENT SHALL BE:
ALLEN L. KINMAN, 450054 STATE ROAD 200, BOX 1832, CALLAHAN, NASSAU, FLORIDA, USA, 32011

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS APPLICATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


 DATE: 27APR23
ALLEN L. KINMAN, 450054 STATE ROAD 200, BOX 1832, CALLAHAN, NASSAU, FLORIDA, USA, 32011

ARTICLE XV EFFECTIVE DATE

SECTION 15.01 EFFECTIVE DATE: THE EFFECTIVE DATE SHALL BE THE DATE OF FILING THESE ARTICLES OF INCORPORATION

ARTICLE XVI INCORPORATOR

SECTION 16.01 INCORPORATOR: THE INCORPORATOR OF THE CORPORATION, PROCTOR FAMILY FARMS, INC., SHALL BE
ALLEN L. KINMAN, FOUNDER, CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
NATIONAL COMMUNITY DEVELOPMENT CORPORATION,
301 WEST BAY STREET, SUITE 1400
JACKSONVILLE, FLORIDA, USA, 32202

 DATE: 27APR23
ALLEN L. KINMAN, FOUNDER, CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
A. L. KINMAN COMPANY, 450054 STATE ROAD 200, BOX 1832, CALLAHAN, NASSAU, FLORIDA, USA, 32011

I SUBMIT THIS DOCUMENT AND AFFIRM THAT THE FACTS STATED HEREIN ARE TRUE. I AFFIRM THAT THE FACTS STATED HEREIN ARE TRUE AND THAT HE OR SHE IS AWARE THAT FALSE INFORMATION SUBMITTED IN A DOCUMENT TO THE DEPARTMENT OF STATE CONSTITUTES A THIRD-DEGREE FELONY.

(THIS SECTION OF THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY)

2023 APR 27 PM 5:11
2023 APR 27 PM 5:11
2023 APR 27 PM 5:11