

**P4500000559**  
**MORRIS & BERNARD**  
ATTORNEYS AT LAW

JEFFERY B. MORRIS  
BOARD CERTIFIED CIVIL TRIAL LAWYER  
PERSONAL INJURY  
WRONGFUL DEATH

LAWRENCE J. BERNARD  
REAL PROPERTY  
PROBATE

December 30, 1994

RIVERSIDE OFFICE:  
2064 PARK STREET  
JACKSONVILLE, FLORIDA 32204  
(904) 384-6488  
FAX (904) 384-0664

NORTHSIDE OFFICE:  
1403 DUNN AVENUE  
SUITE 20  
JACKSONVILLE, FLORIDA 32218  
(904) 751-6980  
FAX (904) 751-6983

PLEASE REPLY TO:  
RIVERSIDE OFFICE

Secretary of State  
Department of Records  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation for  
**MARIETTA FEED & SEED, INC.**

700001263037  
01/03/95--01123- 015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

I am enclosing the original and one (1) duplicate copy of the Articles of Incorporation and Certificate of Registered Agent for the above-referenced corporation, together with my firm check in the amount of \$70.00 to cover the costs of taxes, filing fee, and filing of the Certificate of Registered Agent.

Please return the copies, together with the charter number to my Park Street office.

Your assistance is most appreciated. Please do not hesitate to contact me should you have any questions.

Very Sincerely,



Lawrence J. Bernard

rpq  
Enclosures  
art\sec-state.ltr

FILED  
95 JAN -3 PM 12:09  
TALLAHASSEE, FLORIDA

D. BROWN JAN - 4 1995

ARTICLES OF INCORPORATION  
OF  
MARIETTA FEED & SEED, INC.,  
a Florida corporation

FILED  
95 JUN -3 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby form a corporation, and for such purpose we hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

Name

The name of this corporation shall be: MARIETTA FEED AND SEED, INC., a Florida corporation.

ARTICLE TWO

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE THREE

Duration

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

ARTICLE FOUR

Capital Stock

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

ARTICLE FIVE

Incorporators

The name and address of the person signing these Articles is:

CALVIN LONG  
410 Jax Estates Drive, North  
Jacksonville, Florida 32218

ARTICLE SIX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

## ARTICLE SEVEN

### Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

<u>NAME</u>	<u>SHARES</u>
Calvin Long	50
P. Derrick McCormick	50

Shares held by the initial shareholders listed above and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

## ARTICLE EIGHT

### Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro-rata share thereof at the price at which it is offered to others.

## ARTICLE NINE

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 410 Jax Estates Drive, North, Jacksonville, Florida 32218, and the name of the initial registered agent of this corporation at this address is Calvin Long.

## ARTICLE TEN

### Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time

to time by the By-Laws but shall never be more than ten. The names and addresses of the initial directors of this corporation are:

Calvin Long  
410 Jax Estates Drive, N.  
Jacksonville, FL 32218

P. Derrick McCormick  
6807 Tamra Lane  
Jacksonville, FL 32216

#### ARTICLE ELEVEN

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President

Calvin Long  
410 Jax Estates Drive, N.  
Jacksonville, Florida 32218

Secretary, Treasurer

P. Derrick McCormick  
6807 Tamra Lane  
Jacksonville, Florida 32216

#### ARTICLE TWELVE

##### Shareholders Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

#### ARTICLE THIRTEEN

##### Indemnification

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

#### ARTICLE FOURTEEN

##### Amendment

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of December, 1994.

  
CALVIN LONG

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CALVIN LONG, well known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein described and who produced personally known as identification and who did (did not) take an oath.

WITNESS my hand and official seal, this 29 day of December, 1994, at Jacksonville, County and State aforesaid.

*Harriet H. Simmons*

Notary Public, State of Florida at Large  
My Commission Expires:



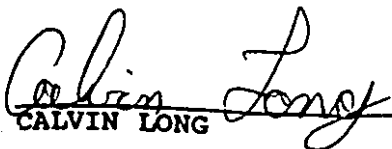
HARRIET H. SIMMONS  
MY COMMISSION # CC282228 EXPIRES  
November 12, 1998  
BONDED THRU TROY FAIR INSURANCE, INC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First that MARIETTA FEED AND SEED, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, at 410 Jax Estates Drive, North, Jacksonville, Florida 32218, as indicted in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named CALVIN LONG, 410 Jax Estates Drive, North, Jacksonville, Florida 32218, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping office open.

  
CALVIN LONG

FILED  
95 JAN -5 PM 12:09  
CLERK OF COURT  
JACKSONVILLE, FLORIDA